

Claims 49-55 continue to be rejected under 35 USC §112, second paragraph. The Examiner continues to maintain that the claims are indefinite due to the term "cellulosic".

The rejection is traversed on the basis that (1) the term "cellulosic" is well understood in the art; (2) Applicants have extensively exemplified and disclosed the term in their specification; and (3) it is not necessary to exemplify every species within a generic term, as the Examiner appears to have contended in the Office Action.

As Applicants previously pointed out, those skilled in the art readily understand the term "cellulosic" on the basis, for example, that its definition can be looked up in a dictionary such as Webster's Ninth New Collegiate Dictionary (Published by Merriam-Webster, Springfield, Massachusetts). The term "cellulosic" is defined therein as "a substance made from cellulose or a derivative of cellulose".

Moreover, the application itself contains a comprehensive description and listing of specific cellulosic polymers, starting at page 94, line 16 and extending over to page 100. Applicants' extensive listing of specific suitable cellulosic polymers would surely inform and enlighten one of ordinary skill as to the meaning of "cellulosic". Applicants even explain the nomenclature system pertaining to cellulosic polymers at page 94, lines 20-28. This explanation itself serves to define and explain the types of polymers intended.

The Examiner stated as part of the rejection that

Although, the term is defined, "cellulosic" imparts cellulose-type and the cellulose materials/polymer encompassed by the term cannot be ascertained. [Office Action, page 2, bottom three lines]

Applicants again point out that they have given many, many examples of specific cellulosic polymers and that, therefore, the types of polymers within the term "cellulosic", including all of the examples specifically enumerated by Applicants, can indeed be ascertained. The Examiner's statement appears to be an implicit contention that an Applicant cannot use a generic term unless each and every species within the term has been exhaustively set forth. If that is the Examiner's

argument, it is traversed as being contrary to established law. See, for example, In re Kamal, 158 USPQ 320, 323 (CCPA 1968), quoting from In re Grimme, 124 USPQ 499, 501 (CCPA 1960).

It is manifestly impracticable for an applicant who discloses a generic invention to give an example of every such species. It is sufficient if the disclosure teaches those skilled in the art what the invention is and how to practice it.

It is thus Applicants' position that the term "cellulosic" is well understood by those skilled in the art, and that Applicants have supplied a detailed disclosure as to the types of polymers intended, including an extensive listing of examples of specific polymers, that would fully inform one of ordinary skill in the art. Applicants have consistently used the term "cellulosic" throughout the specification. In view of the fact that the term is well understood, coupled with all of the disclosure and information supplied by Applicants in their specification, it is not seen how the term "cellulosic" would not be precisely understood. It is respectfully submitted that Applicants' are accordingly in compliance with §112, second paragraph, and it is respectfully requested that the rejection be withdrawn.

Claims 89-96 stand rejected under 35 USC §112 as indefinite, the Examiner having noted that the aforementioned claims depend from claim 100, which is not in the application. Applicants have changed the dependency of claims 89-96 to be from claim 88, as the correction of an obvious typographical error. It is accordingly respectfully requested that the rejection be withdrawn as having been obviated.

Claims 1-10, 17, 18, 35-51, 56-86 and 88 stand rejected under 35 U.S.C. 102(b) as being anticipated by Sikorski, WO 99/14204. The Examiner commented, in pertinent part, that

Sikorski teaches a composition comprising cholesteryl ester transfer protein (CETP) inhibitor (page 4, line 30 to page 12 and line 19) and one or more non-toxic pharmaceutically acceptable carriers (page 80, line 4). On page 84, lines 27-29, Sikorski teach that CETP inhibitors are

formulated as dispersions in hydroxypropylmethyl cellulose. Solutions and suspensions of the formulation can be prepared from sterile powders (page 84, lines 32 and 33). The active compound, which is the cholesteryl ester transfer protein inhibitor can be combined with one or more adjuvants and cellulose alkyl esters and polyvinylpyrrolidone are examples (page 84, lines 16-32). The formulation of Sikorski can be administered orally, intravascularly, intraperitoneally, subcutaneously, intramuscularly, topically (page 80, lines 11-14) and also to the eye (page 84, lines 8-15). The compounds of Sikorski, the CETP's, are useful for human treatment, veterinary treatment, exotic and farm animal treatment (mammals, rodents, horses, dogs and cats) and the CETP's are useful in the treatment of dyslipidemia, coronary artery disease, atherosclerosis and coronary artery diseases (page 6, lines 2-20). Sikorski also discloses how to measure CETP activity *in Vitro* (page 71, line 14 to page 72 line 21) and inhibition of CETP activity is also tested *in Vivo* (page 72, line 23 to page 74 line 13).

Since pharmaceutical formulation of the CETP's can be in the form of tablet, capsule, suspension or liquid, the gastrointestinal tract is a use environment. Instant claims 35-48 and 56-73 recite the properties of the pharmaceutical composition and how the composition is made instant claim 86 is not critical in a composition claim.

As a preliminary comment, Applicants note Sikorski discloses that one could combine a CETP inhibitor with "one or more adjuvants appropriate to the indicated route of administration." Page. 84, lines 16-19. The CETP inhibitor may be formed as capsules or tablets that "may contain a controlled-release formulation as may be provided in a dispersion of active compound in hydroxypropylmethyl cellulose." Lines 27-29. In making the rejection, the Examiner appears to have relied on the use of the word "dispersion" in the aforementioned quotation.

The rejection is traversed on the basis that all of the pending claims require that Applicants' solid dispersion is amorphous, an element not disclosed in Sikorski. The standard for anticipation is one of strict identity, meaning that for prior art to anticipate, it must contain all of the essential elements. Hybritech Inc. v. Monoclonal Antibodies, Inc. 231 USPQ 81 (Fed Cir 1986). If a reference does not disclose all elements and/or limitations of an applicant's claims, that reference can not be anticipatory. Gechter v. Davidson, 43 USPQ2d 1030 (Fed. Cir. 1997).

Under 35 USC §102, every limitation of a claim must identically appear in a single prior art reference for it to anticipate the claim. [43 USPQ2d at 1032].

Because Sikorski does not teach that the CETP inhibitor should be in a solid amorphous dispersion, Sikorski does not teach all elements of Applicants' claims. Accordingly, the §102 rejection cannot lie, and withdrawal of same is respectfully requested.

Claims 52-55 and 87 stand rejected under 35 U.S.C. 103(a) as being unpatentable over Sikorski (WO 99/14204). The Examiner took the position that

Sikorski clearly teaches the composition of the instant claims except that Sikorski does not teach the concentration enhancing polymers recited in claims 52-55. Regarding claim 87 spray drying technique for the preparation of the formulation is recited, it is respectfully submitted that spray drying is one of the processes of forming tablets. It would have been obvious to one of ordinary skill in the art at the time the invention was made to prepare the composition of Sikorski that comprises CETP and hydroxypropylmethyl cellulose. One having ordinary skill in the art would have been motivated to substitute one concentration-enhancing polymer with another with the expectation that the concentration of the CETP will be enhanced. [Office Action, pages 4-5]

The rejection is traversed on the basis that the claimed invention is not obvious over Sikorski within the meaning of §103. One of ordinary skill in the art seeking to improve the concentration and/or bioavailability of CETP inhibitors would in fact dismiss Sikorski as irrelevant.

First, one having ordinary skill would not be motivated to improve solubility and/or bioavailability of a CETP inhibitor because there is no recognition in Sikorski of the need to make any such improvement. An important reason for forming a solid amorphous dispersion is to improve the solubility of the CETP inhibitor. There is no disclosure in Sikorski relating to improving the solubility of CETP inhibitors, i.e., to the problem that Applicants have solved. In fact, Sikorski states that the "dispersion" he discloses is a controlled-release formulation. Controlled-release formulations often provide lower maximum levels of dissolved drug in the GI tract, and lower maximum concentrations of drug in the blood

relative to an immediate release formulation. This teaches away from the need to increase dissolved drug concentration by formulating the CETP inhibitor in a manner that improves solubility.

Further, the use of the term "dispersion" does not necessarily imply a solid amorphous dispersion as required by Applicants' claims. For example, in Remington: The Science and Practice of Pharmacy (20th ed., 2000), the word "dispersed" is used to describe controlled release formulations of drug in a matrix. See pages 910-911, copy appended hereto for convenience. Remington states that the most common method to prepare such formulations is to mix the drug with the matrix and then compress the mixture into tablets. Page 911. Simply mixing the drug with a polymer and compressing will not form a solid amorphous dispersion of drug and polymer. To the contrary, mixing crystals of drug with particles of HPMC followed by compression will form a controlled-release formulation as stated by Remington which, by the definition of controlled-release, will cause the drug to dissolve more slowly than the drug alone. By contrast, forming a solid amorphous dispersion of a CETP inhibitor leads to a fast dissolution rate of the drug that is usually as fast as the drug alone, if not faster. This is shown by the Examples in the application which demonstrate that the dissolution rates for Applicants' dispersions are uniformly very fast, and that the dispersions provide dissolved concentrations of drug that are much much higher than the corresponding controls consisting of crystalline drug alone. Indeed, dissolution rates for the crystalline drug alone (i.e., the controls) is sometimes difficult to discern at all since the dissolved drug concentration in the controls is relatively very low. Similarly, in the in vivo tests of Examples 18-20, the concentrations of dissolved drug in the blood provided by Applicants' dispersions are much higher than those provided by the crystalline control. Clearly Sikorski discloses nothing relating to improving solubility or to making solid amorphous dispersions. Just as clearly, Sikorski contains nothing that makes Applicants' solid amorphous dispersions obvious.


To summarize, it is respectfully submitted that Sikorski does not make any of Applicants' claims obvious. Sikorski does not address the problem which

Applicants' invention solves. Sikorski does not disclose or suggest formulating a CETP inhibitor as a composition comprising a solid amorphous dispersion of a CETP inhibitor and a concentration-enhancing polymer. With no recognition in Sikorski of either the problem or its solution i, or of the good results made possible by Applicants' invention, it is submitted that Applicants' claims define patentable subject matter.

In view of the foregoing comments and amendments, this case is believed to be in condition for allowance, and a Notice of Allowance is courteously solicited.

Respectfully submitted,

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## CLAIMS

1. (previously presented) A pharmaceutical composition comprising a solid amorphous dispersion of a cholesteryl ester transfer protein inhibitor and a concentration-enhancing polymer selected from the group consisting of hydroxypropyl methyl cellulose acetate, hydroxypropyl methyl cellulose, hydroxypropyl cellulose, methyl cellulose, hydroxyethyl methyl cellulose, hydroxyethyl cellulose acetate, hydroxyethyl ethyl cellulose, hydroxypropyl methyl cellulose acetate succinate, hydroxypropyl methyl cellulose succinate, hydroxypropyl cellulose acetate succinate, hydroxyethyl methyl cellulose succinate, hydroxyethyl cellulose acetate succinate, hydroxypropyl methyl cellulose phthalate, hydroxyethyl methyl cellulose acetate succinate, hydroxyethyl methyl cellulose acetate phthalate, carboxyethyl cellulose, carboxymethyl cellulose, cellulose acetate phthalate, methyl cellulose acetate phthalate, ethyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate, hydroxypropyl methyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate succinate, hydroxypropyl methyl cellulose acetate succinate phthalate, hydroxypropyl methyl cellulose succinate phthalate, cellulose propionate phthalate, hydroxypropyl cellulose butyrate phthalate, cellulose acetate trimellitate, methyl cellulose acetate trimellitate, ethyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate, hydroxypropyl methyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate succinate, cellulose propionate trimellitate, cellulose butyrate trimellitate, cellulose acetate terephthalate, cellulose acetate isophthalate, cellulose acetate pyridinedicarboxylate, salicylic acid cellulose acetate, hydroxypropyl salicylic acid cellulose acetate, ethylbenzoic acid cellulose acetate, hydroxypropyl ethylbenzoic acid cellulose acetate, ethyl phthalic acid cellulose acetate, ethyl nicotinic acid cellulose acetate, and ethyl picolinic acid cellulose acetate.

2. (previously presented) A pharmaceutical composition comprising a solid amorphous dispersion of a cholesteryl ester transfer protein inhibitor and a concentration-enhancing polymer, said cholesteryl ester transfer protein inhibitor having a solubility in aqueous solution, in the absence of said concentration-enhancing polymer, of less than 10  $\mu\text{g/ml}$  at any pH of from 1 to 8, said concentration-enhancing polymer selected from the group consisting of hydroxypropyl methyl cellulose acetate, hydroxypropyl methyl cellulose, hydroxypropyl cellulose, methyl cellulose, hydroxyethyl

methyl cellulose, hydroxyethyl cellulose acetate, hydroxyethyl ethyl cellulose, hydroxypropyl methyl cellulose acetate succinate, hydroxypropyl methyl cellulose succinate, hydroxypropyl cellulose acetate succinate, hydroxyethyl methyl cellulose succinate, hydroxyethyl cellulose acetate succinate, hydroxypropyl methyl cellulose phthalate, hydroxyethyl methyl cellulose acetate succinate, hydroxyethyl methyl cellulose acetate phthalate, carboxyethyl cellulose, carboxymethyl cellulose, cellulose acetate phthalate, methyl cellulose acetate phthalate, ethyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate, hydroxypropyl methyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate succinate, hydroxypropyl methyl cellulose acetate succinate phthalate, hydroxypropyl methyl cellulose succinate phthalate, cellulose propionate phthalate, hydroxypropyl cellulose butyrate phthalate, cellulose acetate trimellitate, methyl cellulose acetate trimellitate, ethyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate, hydroxypropyl methyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate succinate, cellulose propionate trimellitate, cellulose butyrate trimellitate, cellulose acetate terephthalate, cellulose acetate isophthalate, cellulose acetate pyridinedicarboxylate, salicylic acid cellulose acetate, hydroxypropyl salicylic acid cellulose acetate, ethylbenzoic acid cellulose acetate, hydroxypropyl ethylbenzoic acid cellulose acetate, ethyl phthalic acid cellulose acetate, ethyl nicotinic acid cellulose acetate, and ethyl picolinic acid cellulose acetate.

3. (previously presented) A pharmaceutical composition comprising a solid amorphous dispersion of a cholesteryl ester transfer protein inhibitor and a concentration-enhancing polymer, said composition providing a maximum concentration of said cholesteryl ester transfer protein inhibitor in a use environment that is at least 10-fold the maximum concentration provided by a control composition comprising an equivalent amount of said cholesteryl ester transfer protein inhibitor and free from said concentration-enhancing polymer, said concentration-enhancing polymer selected from the group consisting of hydroxypropyl methyl cellulose acetate, hydroxypropyl methyl cellulose, hydroxypropyl cellulose, methyl cellulose, hydroxyethyl methyl cellulose, hydroxyethyl cellulose acetate, hydroxyethyl ethyl cellulose, hydroxypropyl methyl cellulose acetate succinate, hydroxypropyl methyl cellulose succinate,

hydroxypropyl cellulose acetate succinate, hydroxyethyl methyl cellulose succinate, hydroxyethyl cellulose acetate succinate, hydroxypropyl methyl cellulose phthalate, hydroxyethyl methyl cellulose acetate succinate, hydroxyethyl methyl cellulose acetate phthalate, carboxyethyl cellulose, carboxymethyl cellulose, cellulose acetate phthalate, methyl cellulose acetate phthalate, ethyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate, hydroxypropyl methyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate succinate, hydroxypropyl methyl cellulose acetate succinate phthalate, hydroxypropyl methyl cellulose succinate phthalate, cellulose propionate phthalate, hydroxypropyl cellulose butyrate phthalate, cellulose acetate trimellitate, methyl cellulose acetate trimellitate, ethyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate, hydroxypropyl methyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate succinate, cellulose propionate trimellitate, cellulose butyrate trimellitate, cellulose acetate terephthalate, cellulose acetate isophthalate, cellulose acetate pyridinedicarboxylate, salicylic acid cellulose acetate, hydroxypropyl salicylic acid cellulose acetate, ethylbenzoic acid cellulose acetate, hydroxypropyl ethylbenzoic acid cellulose acetate, ethyl phthalic acid cellulose acetate, ethyl nicotinic acid cellulose acetate, and ethyl picolinic acid cellulose acetate.

4. (previously presented) A pharmaceutical composition comprising a solid amorphous dispersion of a cholesteryl ester transfer protein inhibitor and a polymer, said composition providing a relative bioavailability that is at least 4 relative to a control composition comprising an equivalent amount of said cholesteryl ester transfer protein inhibitor and free from said polymer, said polymer selected from the group consisting of hydroxypropyl methyl cellulose acetate, hydroxypropyl methyl cellulose, hydroxypropyl cellulose, methyl cellulose, hydroxyethyl methyl cellulose, hydroxyethyl cellulose acetate, hydroxyethyl ethyl cellulose, hydroxypropyl methyl cellulose acetate succinate, hydroxypropyl methyl cellulose succinate, hydroxypropyl cellulose acetate succinate, hydroxyethyl methyl cellulose succinate, hydroxyethyl cellulose

acetate succinate, hydroxypropyl methyl cellulose phthalate, hydroxyethyl methyl cellulose acetate succinate, hydroxyethyl methyl cellulose acetate phthalate, carboxyethyl cellulose, carboxymethyl cellulose, cellulose acetate phthalate, methyl cellulose acetate phthalate, ethyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate, hydroxypropyl methyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate succinate, hydroxypropyl methyl cellulose acetate succinate phthalate, hydroxypropyl methyl cellulose succinate phthalate, cellulose propionate phthalate, hydroxypropyl cellulose butyrate phthalate, cellulose acetate trimellitate, methyl cellulose acetate trimellitate, ethyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate, hydroxypropyl methyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate succinate, cellulose propionate trimellitate, cellulose butyrate trimellitate, cellulose acetate terephthalate, cellulose acetate isophthalate, cellulose acetate pyridinedicarboxylate, salicylic acid cellulose acetate, hydroxypropyl salicylic acid cellulose acetate, ethylbenzoic acid cellulose acetate, hydroxypropyl ethylbenzoic acid cellulose acetate, ethyl phthalic acid cellulose acetate, ethyl nicotinic acid cellulose acetate, and ethyl picolinic acid cellulose acetate.

5. (original) The composition of any one of claims 1-4 wherein a major portion of said cholesteryl ester transfer protein inhibitor is amorphous.

6. (original) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is substantially amorphous.

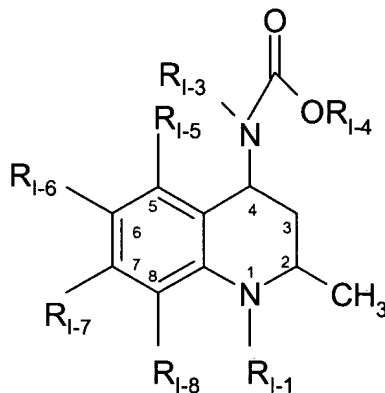
7. (original) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is almost completely amorphous.

8. (original) The composition of any one of claims 1-4 wherein said dispersion is substantially homogeneous.

9. (original) The composition of claim 8 wherein said dispersion has a single glass transition temperature.

10. (original) The composition of any one of claims 1-4 wherein said solid amorphous dispersion is mixed with additional concentration-enhancing polymer.

11. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula I



Formula I

and pharmaceutically acceptable salts, enantiomers, or stereoisomers of said compounds;

wherein  $R_{I-1}$  is hydrogen,  $Y_I$ ,  $W_I-X_I$ ,  $W_I-Y_I$ ;

wherein  $W_I$  is a carbonyl, thiocarbonyl, sulfinyl or sulfonyl;

$X_I$  is  $-O-Y_I$ ,  $-S-Y_I$ ,  $-N(H)-Y_I$  or  $-N-(Y_I)_2$ ;

wherein  $Y_I$  for each occurrence is independently  $Z_I$  or a fully saturated, partially unsaturated or fully unsaturated one to ten membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $Z_I$ ;

wherein  $Z_I$  is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or, a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken

independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said Z<sub>i</sub> substituent is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxyl, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxyl, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines;

R<sub>i-3</sub> is hydrogen or Q<sub>i</sub>;

wherein Q<sub>i</sub> is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V<sub>i</sub>;

wherein V<sub>i</sub> is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said V<sub>i</sub> substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carbamoyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylcarbamoyl, carboxyl, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxyl, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituents are also optionally substituted with from one to nine fluorines;

R<sub>i-4</sub> is Q<sub>i-1</sub> or V<sub>i-1</sub>

wherein  $Q_{I-1}$  is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $V_{I-1}$ ;

wherein  $V_{I-1}$  is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said  $V_{I-1}$  substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_1-C_6)$ alkoxy, amino, nitro, cyano,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-substituted with oxo, said  $(C_1-C_6)$ alkyl substituent is also optionally substituted with from one to nine fluorines;

wherein either  $R_{I-3}$  must contain  $V_I$  or  $R_{I-4}$  must contain  $V_{I-1}$ ; and  $R_{I-5}$ ,  $R_{I-6}$ ,  $R_{I-7}$  and  $R_{I-8}$  are each independently hydrogen, hydroxy or oxy wherein said oxy is substituted with  $T_I$  or a partially saturated, fully saturated or fully unsaturated one to twelve membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $T_I$ ;

wherein  $T_I$  is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

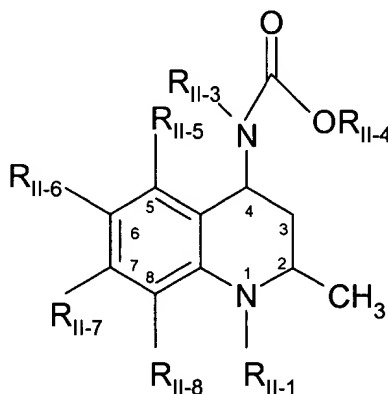
wherein said  $T_I$  substituent is optionally mono-, di- or tri-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_2-C_6)$ alkenyl, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-

N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines.

12. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is selected from the group consisting of
  - [2R,4S] 4-[(3,5-dichloro-benzyl)-methoxycarbonyl-amino]-6,7-dimethoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(3,5-dinitro-benzyl)-methoxycarbonyl-amino]-6,7-dimethoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(2,6-dichloro-pyridin-4-ylmethyl)-methoxycarbonyl-amino]-6,7-dimethoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6,7-dimethoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6-methoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-methoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6,7-dimethoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,
  - [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-ethoxycarbonyl-amino]-6,7-dimethoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6,7-dimethoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid 2,2,2-trifluoro-ethylester,
  - [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6,7-dimethoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid propyl ester,
  - [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6,7-dimethoxy-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid tert-butyl ester,
  - [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-methyl-6-trifluoromethoxy-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] (3,5-bis-trifluoromethyl-benzyl)-(1-butyryl-6,7-dimethoxy-2-methyl-1,2,3,4-tetrahydro-quinolin-4-yl)-carbamic acid methyl ester,
  - [2R,4S] (3,5-bis-trifluoromethyl-benzyl)-(1-butyl-6,7-dimethoxy-2-methyl-1,2,3,4-tetrahydro-quinolin-4-yl)-carbamic acid methyl ester, and

[2R,4S] (3,5-bis-trifluoromethyl-benzyl)-[1-(2-ethyl-butyl)-6,7-dimethoxy-2-methyl-1,2,3,4-tetrahydro-quinolin-4-yl]-carbamic acid methyl ester, hydrochloride.

13. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula II



Formula II

and pharmaceutically acceptable salts, enantiomers, or stereoisomers of said compounds;

wherein  $R_{II-1}$  is hydrogen,  $Y_{II}$ ,  $W_{II}-X_{II}$ ,  $W_{II}-Y_{II}$ ;

wherein  $W_{II}$  is a carbonyl, thiocarbonyl, sulfinyl or sulfonyl;

$X_{II}$  is  $-O-Y_{II}$ ,  $-S-Y_{II}$ ,  $-N(H)-Y_{II}$  or  $-N-(Y_{II})_2$ ;

wherein  $Y_{II}$  for each occurrence is independently  $Z_{II}$  or a fully saturated, partially unsaturated or fully unsaturated one to ten membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $Z_{II}$ ;

$Z_{II}$  is a partially saturated, fully saturated or fully unsaturated three to twelve membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently,

optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said Z<sub>II</sub> substituent is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl is also optionally substituted with from one to nine fluorines;

R<sub>II-3</sub> is hydrogen or Q<sub>II</sub>;

wherein Q<sub>II</sub> is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V<sub>II</sub>;

wherein V<sub>II</sub> is a partially saturated, fully saturated or fully unsaturated three to twelve membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or, a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said V<sub>II</sub> substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxamoyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylcarboxamoyl, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino or said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituents are optionally substituted with from one to nine fluorines;

R<sub>II-4</sub> is Q<sub>II-1</sub> or V<sub>II-1</sub>

wherein  $Q_{II-1}$  a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $V_{II-1}$ ;

wherein  $V_{II-1}$  is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said  $V_{II-1}$  substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_1-C_6)$ alkoxy, amino, nitro, cyano,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-substituted with oxo, said  $(C_1-C_6)$ alkyl substituent is optionally substituted with from one to nine fluorines;

wherein either  $R_{II-3}$  must contain  $V_{II}$  or  $R_{II-4}$  must contain  $V_{II-1}$ ; and  $R_{II-5}$ ,  $R_{II-6}$ ,  $R_{II-7}$  and  $R_{II-8}$  are each independently hydrogen, a bond, nitro or halo wherein said bond is substituted with  $T_{II}$  or a partially saturated, fully saturated or fully unsaturated  $(C_1-C_{12})$  straight or branched carbon chain wherein carbon may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon is optionally mono-substituted with  $T_{II}$ ;

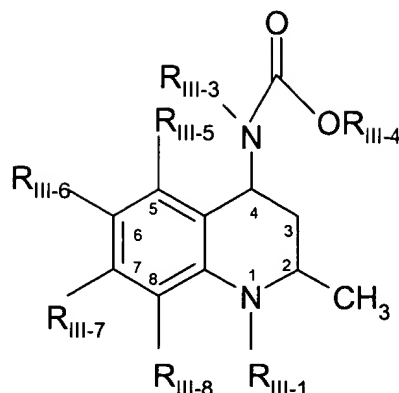
wherein  $T_{II}$  is a partially saturated, fully saturated or fully unsaturated three to twelve membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or, a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said  $T_{II}$  substituent is optionally mono-, di- or tri-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_2-C_6)$ alkenyl, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-, di- or tri-

substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines; provided that at least one of substituents R<sub>II-5</sub>, R<sub>II-6</sub>, R<sub>II-7</sub> and R<sub>II-8</sub> is not hydrogen and is not linked to the quinoline moiety through oxy.

14. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is selected from the group consisting of
- [2R,4S] 4-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-methyl-7-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-chloro-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6-chloro-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2,6,7-trimethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester
  - [2R,4S] 4-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6,7-diethyl-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6-ethyl-2-methyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
  - [2R,4S] 4-[(3,5-Bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-methyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester, and
  - [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-methyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester.

15. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula III



Formula III

and pharmaceutically acceptable salts, enantiomers, or stereoisomers of said compounds;

wherein  $R_{III-1}$  is hydrogen,  $Y_{III}$ ,  $W_{III}-X_{III}$ ,  $W_{III}-Y_{III}$ ;

wherein  $W_{III}$  is a carbonyl, thiocarbonyl, sulfinyl or sulfonyl;

$X_{III}$  is  $-O-Y_{III}$ ,  $-S-Y_{III}$ ,  $-N(H)-Y_{III}$  or  $-N-(Y_{III})_2$ ;

$Y_{III}$  for each occurrence is independently  $Z_{III}$  or a fully saturated, partially unsaturated or fully unsaturated one to ten membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $Z_{III}$ ;

wherein  $Z_{III}$  is a partially saturated, fully saturated or fully unsaturated three to twelve membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said  $Z_{III}$  substituent is optionally mono-, di- or tri-substituted independently with halo,  $(C_2-C_6)$ alkenyl,  $(C_1-C_6)$  alkyl, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino,

nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl optionally substituted with from one to nine fluorines; R<sub>III-3</sub> is hydrogen or Q<sub>III</sub>;

wherein Q<sub>III</sub> is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V<sub>III</sub>;

wherein V<sub>III</sub> is a partially saturated, fully saturated or fully unsaturated three to twelve membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said V<sub>III</sub> substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxamoyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylcarboxamoyl, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino or said (C<sub>1</sub>-C<sub>6</sub>)alkyl or (C<sub>2</sub>-C<sub>6</sub>)alkenyl are optionally substituted with from one to nine fluorines;

R<sub>III-4</sub> is Q<sub>III-1</sub> or V<sub>III-1</sub>;

wherein Q<sub>III-1</sub> a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with V<sub>III-1</sub>;

wherein  $V_{III-1}$  is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said  $V_{III-1}$  substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_1-C_6)$ alkoxy, amino, nitro, cyano,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-substituted with oxo, said  $(C_1-C_6)$ alkyl substituent optionally having from one to nine fluorines;

wherein either  $R_{III-3}$  must contain  $V_{III}$  or  $R_{III-4}$  must contain  $V_{III-1}$ ; and  $R_{III-5}$  and  $R_{III-6}$ , or  $R_{III-6}$  and  $R_{III-7}$ , and/or  $R_{III-7}$  and  $R_{III-8}$  are taken together and form at least one four to eight membered ring that is partially saturated or fully unsaturated optionally having one to three heteroatoms independently selected from nitrogen, sulfur and oxygen;

wherein said ring or rings formed by  $R_{III-5}$  and  $R_{III-6}$ , or  $R_{III-6}$  and  $R_{III-7}$ , and/or  $R_{III-7}$  and  $R_{III-8}$  are optionally mono-, di- or tri-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_1-C_4)$ alkylsulfonyl,  $(C_2-C_6)$ alkenyl, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino, said  $(C_1-C_6)$ alkyl substituent optionally having from one to nine fluorines;

provided that the  $R_{III-5}$ ,  $R_{III-6}$ ,  $R_{III-7}$  and/or  $R_{III-8}$ , as the case may be, that do not form at least one ring are each independently hydrogen, halo,  $(C_1-C_6)$ alkoxy or  $(C_1-C_6)$ alkyl, said  $(C_1-C_6)$ alkyl optionally having from one to nine fluorines.

16. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is selected from the group consisting of [2R, 4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-methyl-2,3,4,6,7,8-hexahydro-cyclopenta[g]quinoline-1-carboxylic acid ethyl ester,

[6R, 8S] 8-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6-methyl-3,6,7,8-tetrahydro-1H-2-thia-5-aza-cyclopenta[b]naphthalene-5-carboxylic acid ethylester,

[6R, 8S] 8-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6-methyl-3,6,7,8-tetrahydro-2H-furo[2,3-g]quinoline-5-carboxylic acid ethyl ester,

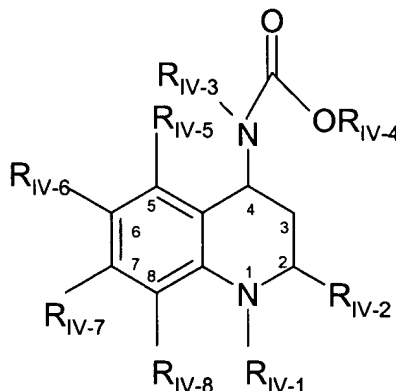
[2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-methyl-3,4,6,8-tetrahydro-2H-furo[3,4-g]quinoline-1-carboxylic acid ethyl ester,

[2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-methyl-3,4,6,7,8,9-hexahydro-2H-benzo[g]quinoline-1-carboxylic acid propyl ester,

[7R,9S] 9-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-7-methyl-1,2,3,7,8,9-hexahydro-6-aza-cyclopenta[a]naphthalene-6-carboxylic acid ethyl ester, and

[6S,8R] 6-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-8-methyl-1,2,3,6,7,8-hexahydro-9-aza-cyclopenta[a]naphthalene-9-carboxylic acid ethyl ester.

17. (original) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula IV



Formula IV

and pharmaceutically acceptable salts, enantiomers, or stereoisomers of said compounds;

wherein R<sub>IV-1</sub> is hydrogen, Y<sub>IV</sub>, W<sub>IV</sub>-X<sub>IV</sub> or W<sub>IV</sub>-Y<sub>IV</sub>;

wherein W<sub>IV</sub> is a carbonyl, thiocarbonyl, sulfinyl or sulfonyl;

X<sub>IV</sub> is -O-Y<sub>IV</sub>, -S-Y<sub>IV</sub>, -N(H)-Y<sub>IV</sub> or -N-(Y<sub>IV</sub>)<sub>2</sub>;

wherein Y<sub>IV</sub> for each occurrence is independently Z<sub>IV</sub> or a fully saturated, partially unsaturated or fully unsaturated one to ten membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said

nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with Z<sub>IV</sub>;

wherein Z<sub>IV</sub> is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said Z<sub>IV</sub> substituent is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines;

R<sub>IV-2</sub> is a partially saturated, fully saturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with oxo, said carbon is optionally mono-substituted with hydroxy, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo; or said R<sub>IV-2</sub> is a partially saturated, fully saturated or fully unsaturated three to seven membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen, wherein said R<sub>IV-2</sub> ring is optionally attached through (C<sub>1</sub>-C<sub>4</sub>)alkyl;

wherein said R<sub>IV-2</sub> ring is optionally mono-, di- or tri-substituted independently with halo, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, (C<sub>1</sub>-C<sub>6</sub>) alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, oxo or (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl;

with the proviso that R<sub>IV-2</sub> is not methyl;

R<sub>IV-3</sub> is hydrogen or Q<sub>IV</sub>;

wherein  $Q_{IV}$  is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $V_{IV}$ ;

wherein  $V_{IV}$  is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said  $V_{IV}$  substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_2-C_6)$ alkenyl, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxamoyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylcarboxamoyl, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl or  $(C_2-C_6)$ alkenyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino, said  $(C_1-C_6)$ alkyl or  $(C_2-C_6)$ alkenyl substituents are also optionally substituted with from one to nine fluorines;

$R_{IV-4}$  is  $Q_{IV-1}$  or  $V_{IV-1}$ ;

wherein  $Q_{IV-1}$  is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $V_{IV-1}$ ;

wherein  $V_{IV-1}$  is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said  $V_{IV-1}$  substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_1-C_6)$ alkoxy, amino, nitro, cyano,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-substituted with oxo, said  $(C_1-C_6)$ alkyl substituent is also optionally substituted with from one to nine fluorines;

wherein either  $R_{IV-3}$  must contain  $V_{IV}$  or  $R_{IV-4}$  must contain  $V_{IV-1}$ ;  
 $R_{IV-5}$ ,  $R_{IV-6}$ ,  $R_{IV-7}$  and  $R_{IV-8}$  are each independently hydrogen, a bond, nitro or halo wherein said bond is substituted with  $T_{IV}$  or a partially saturated, fully saturated or fully unsaturated  $(C_1-C_{12})$  straight or branched carbon chain wherein carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon is optionally mono-substituted with  $T_{IV}$ ;

wherein  $T_{IV}$  is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or, a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said  $T_{IV}$  substituent is optionally mono-, di- or tri-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_2-C_6)$ alkenyl, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino, said  $(C_1-C_6)$ alkyl substituent is also optionally substituted with from one to nine fluorines; and

wherein  $R_{IV-5}$  and  $R_{IV-6}$ , or  $R_{IV-6}$  and  $R_{IV-7}$ , and/or  $R_{IV-7}$  and  $R_{IV-8}$  may also be taken together and can form at least one four to eight membered ring that is partially saturated or fully unsaturated optionally having one to three heteroatoms independently selected from nitrogen, sulfur and oxygen;

wherein said ring or rings formed by  $R_{IV-5}$  and  $R_{IV-6}$ , or  $R_{IV-6}$  and  $R_{IV-7}$ , and/or  $R_{IV-7}$  and  $R_{IV-8}$  are optionally mono-, di- or tri-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_1-C_4)$ alkylsulfonyl,  $(C_2-C_6)$ alkenyl, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-$

C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is also optionally substituted with from one to nine fluorines; with the proviso that when R<sub>IV-2</sub> is carboxyl or (C<sub>1</sub>-C<sub>4</sub>)alkylcarboxyl, then R<sub>IV-1</sub> is not hydrogen.

18. (original) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is selected from the group consisting of

[2S,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-isopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,

[2S,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-6-chloro-2-cyclopropyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,

[2S,4S] 2-cyclopropyl-4-[(3,5-dichloro-benzyl)-methoxycarbonyl-amino]-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,

[2S,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid tert-butyl ester,

[2R,4R] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester;

[2S,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,

[2S,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-cyclobutyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,

[2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,

[2S,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-methoxymethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,

[2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid 2-hydroxy-ethyl ester,

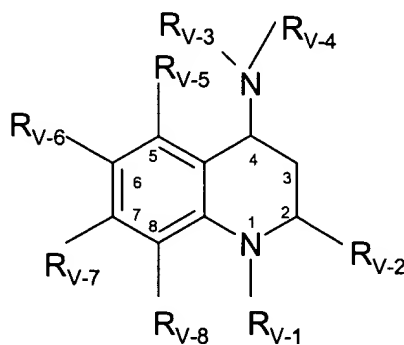
[2S,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,

[2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,

[2S,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid propyl ester, and

[2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-methoxycarbonyl-amino]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid propyl ester.

19. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula V



Formula V

and pharmaceutically acceptable salts, enantiomers, or stereoisomers of said compounds;

wherein  $R_{V-1}$  is  $Y_V$ ,  $W_V-X_V$  or  $W_V-Y_V$ ;

wherein  $W_V$  is a carbonyl, thiocarbonyl, sulfinyl or sulfonyl;

$X_V$  is  $-O-Y_V$ ,  $-S-Y_V$ ,  $-N(H)-Y_V$  or  $-N-(Y_V)_2$ ;

wherein  $Y_V$  for each occurrence is independently  $Z_V$  or a fully saturated, partially unsaturated or fully unsaturated one to ten membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $Z_V$ ;

wherein  $Z_V$  is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken

independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said  $Z_V$  substituent is optionally mono-, di- or tri-substituted independently with halo,  $(C_2-C_6)$ alkenyl,  $(C_1-C_6)$  alkyl, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino, said  $(C_1-C_6)$ alkyl substituent is also optionally substituted with from one to nine fluorines;

$R_{V-2}$  is a partially saturated, fully saturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with oxo, said carbon is optionally mono-substituted with hydroxy, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo; or said  $R_{V-2}$  is a partially saturated, fully saturated or fully unsaturated three to seven membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen, wherein said  $R_{V-2}$  ring is optionally attached through  $(C_1-C_4)$ alkyl;

wherein said  $R_{V-2}$  ring is optionally mono-, di- or tri-substituted independently with halo,  $(C_2-C_6)$ alkenyl,  $(C_1-C_6)$  alkyl, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-, di- or tri-substituted independently with halo, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, oxo or  $(C_1-C_6)$ alkyloxycarbonyl;

$R_{V-3}$  is hydrogen or  $Q_V$ ;

wherein  $Q_V$  is a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons, other than the connecting carbon, may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $V_V$ ;

wherein  $V_V$  is a partially saturated, fully saturated or fully unsaturated three to eight membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said  $V_V$  substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_2-C_6)$ alkenyl, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxamoyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylcarboxamoyl, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl or  $(C_2-C_6)$ alkenyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino, said  $(C_1-C_6)$ alkyl or  $(C_2-C_6)$ alkenyl substituents are also optionally substituted with from one to nine fluorines;

$R_{V-4}$  is cyano, formyl,  $W_{V-1}Q_{V-1}$ ,  $W_{V-1}V_{V-1}$ ,  $(C_1-C_4)$ alkylene $V_{V-1}$  or  $V_{V-2}$ ;

wherein  $W_{V-1}$  is carbonyl, thiocarbonyl, SO or SO<sub>2</sub>,

wherein  $Q_{V-1}$  a fully saturated, partially unsaturated or fully unsaturated one to six membered straight or branched carbon chain wherein the carbons may optionally be replaced with one heteroatom selected from oxygen, sulfur and nitrogen and said carbon is optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono-, or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $V_{V-1}$ ;

wherein  $V_{V-1}$  is a partially saturated, fully saturated or fully unsaturated three to six membered ring optionally having one to two heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said  $V_{V-1}$  substituent is optionally mono-, di-, tri-, or tetra-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_1-C_6)$ alkoxy, hydroxy, oxo, amino, nitro, cyano,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-substituted with oxo, said  $(C_1-C_6)$ alkyl substituent is also optionally substituted with from one to nine fluorines;

wherein  $V_{V-2}$  is a partially saturated, fully saturated or fully unsaturated five to seven membered ring containing one to four heteroatoms selected independently from oxygen, sulfur and nitrogen;

wherein said  $V_{V-2}$  substituent is optionally mono-, di- or tri-substituted independently with halo,  $(C_1-C_2)$ alkyl,  $(C_1-C_2)$ alkoxy, hydroxy, or oxo wherein said  $(C_1-C_2)$ alkyl optionally has from one to five fluorines; and

wherein  $R_{V-4}$  does not include oxycarbonyl linked directly to the  $C^4$  nitrogen;

wherein either  $R_{V-3}$  must contain  $V_V$  or  $R_{V-4}$  must contain  $V_{V-1}$ ;

$R_{V-5}$ ,  $R_{V-6}$ ,  $R_{V-7}$  and  $R_{V-8}$  are independently hydrogen, a bond, nitro or halo wherein said bond is substituted with  $T_V$  or a partially saturated, fully saturated or fully unsaturated  $(C_1-C_{12})$  straight or branched carbon chain wherein carbon may optionally be replaced with one or two heteroatoms selected independently from oxygen, sulfur and nitrogen, wherein said carbon atoms are optionally mono-, di- or tri-substituted independently with halo, said carbon is optionally mono-substituted with hydroxy, said carbon is optionally mono-substituted with oxo, said sulfur is optionally mono- or di-substituted with oxo, said nitrogen is optionally mono- or di-substituted with oxo, and said carbon chain is optionally mono-substituted with  $T_V$ ;

wherein  $T_V$  is a partially saturated, fully saturated or fully unsaturated three to twelve membered ring optionally having one to four heteroatoms selected independently from oxygen, sulfur and nitrogen, or a bicyclic ring consisting of two fused partially saturated, fully saturated or fully unsaturated three to six membered rings, taken independently, optionally having one to four heteroatoms selected independently from nitrogen, sulfur and oxygen;

wherein said  $T_V$  substituent is optionally mono-, di- or tri-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_2-C_6)$ alkenyl, hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino wherein said  $(C_1-C_6)$ alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy,  $(C_1-C_6)$ alkoxy,  $(C_1-C_4)$ alkylthio, amino, nitro, cyano, oxo, carboxy,  $(C_1-C_6)$ alkyloxycarbonyl, mono-N- or di-N,N- $(C_1-C_6)$ alkylamino, said  $(C_1-C_6)$ alkyl substituent also optionally has from one to nine fluorines;

wherein  $R_{V-5}$  and  $R_{V-6}$ , or  $R_{V-6}$  and  $R_{V-7}$ , and/or  $R_{V-7}$  and  $R_{V-8}$  may also be taken together and can form at least one ring that is a partially saturated or fully unsaturated four to eight membered ring optionally having one to three heteroatoms independently selected from nitrogen, sulfur and oxygen;

wherein said rings formed by  $R_{V-5}$  and  $R_{V-6}$ , or  $R_{V-6}$  and  $R_{V-7}$ , and/or  $R_{V-7}$  and  $R_{V-8}$  are optionally mono-, di- or tri-substituted independently with halo,  $(C_1-C_6)$ alkyl,  $(C_1-$

C<sub>4</sub>)alkylsulfonyl, (C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino wherein said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent is optionally mono-, di- or tri-substituted independently with hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>4</sub>)alkylthio, amino, nitro, cyano, oxo, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkyloxycarbonyl, mono-N- or di-N,N-(C<sub>1</sub>-C<sub>6</sub>)alkylamino, said (C<sub>1</sub>-C<sub>6</sub>)alkyl substituent also optionally has from one to nine fluorines.

20. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is selected from the group consisting of

- [2S,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-formyl-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,
- [2S,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-formyl-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid propyl ester,
- [2S,4S] 4-[acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid tert-butyl ester,
- [2R,4S] 4-[acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,
- [2R,4S] 4-[acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
- [2S,4S] 4-[1-(3,5-bis-trifluoromethyl-benzyl)-ureido]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,
- [2R,4S] 4-[acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
- [2S,4S] 4-[acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methoxymethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,
- [2S,4S] 4-[acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid propyl ester,
- [2S,4S] 4-[acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,
- [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-formyl-amino]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,
- [2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-formyl-amino]-2-methyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,

[2S,4S] 4-[acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester,

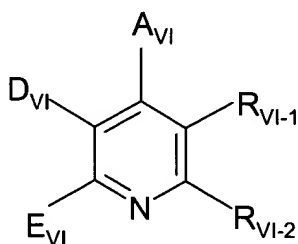
[2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-formyl-amino]-2-ethyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,

[2S,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-formyl-amino]-2-cyclopropyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid ethyl ester,

[2R,4S] 4-[(3,5-bis-trifluoromethyl-benzyl)-formyl-amino]-2-methyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester, and

[2R,4S] 4-[acetyl-(3,5-bis-trifluoromethyl-benzyl)-amino]-2-methyl-6-trifluoromethyl-3,4-dihydro-2H-quinoline-1-carboxylic acid isopropyl ester.

21. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula VI



Formula VI

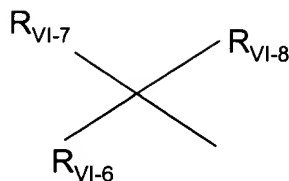
and pharmaceutically acceptable salts, enantiomers, or stereoisomers of said compounds;

in which

A<sub>VI</sub> denotes an aryl containing 6 to 10 carbon atoms, which is optionally substituted with up to five identical or different substituents in the form of a halogen, nitro, hydroxyl, trifluoromethyl, trifluoromethoxy or a straight-chain or branched alkyl, acyl, hydroxyalkyl or alkoxy containing up to 7 carbon atoms each, or in the form of a group according to the formula —NR<sub>VI-3</sub>R<sub>VI-4</sub>, wherein

R<sub>VI-3</sub> and R<sub>VI-4</sub> are identical or different and denote a hydrogen, phenyl or a straight-chain or branched alkyl containing up to 6 carbon atoms,

D<sub>VI</sub> denotes an aryl containing 6 to 10 carbon atoms, which is optionally substituted with a phenyl, nitro, halogen, trifluoromethyl or trifluoromethoxy, or a radical according to the formula R<sub>VI-5</sub>-L<sub>VI</sub>-,



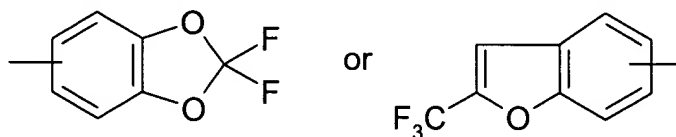
or  $R_{VI-9}-T_{VI}-V_{VI}-X_{VI}$ , wherein

$R_{VI-5}$ ,  $R_{VI-6}$  and  $R_{VI-9}$  denote, independently from one another, a cycloalkyl containing 3 to 6 carbon atoms, or an aryl containing 6 to 10 carbon atom or a 5- to 7-membered, optionally benzo-condensed, saturated or unsaturated, mono-, bi- or tricyclic heterocycle containing up to 4 heteroatoms from the series of S, N and/or O, wherein the rings are optionally substituted, in the case of the nitrogen-containing rings also via the N function, with up to five identical or different substituents in the form of a halogen, trifluoromethyl, nitro, hydroxyl, cyano, carboxyl, trifluoromethoxy, a straight-chain or branched acyl, alkyl, alkylthio, alkylalkoxy, alkoxy or alkoxycarbonyl containing up to 6 carbon atoms each, an aryl or trifluoromethyl-substituted aryl containing 6 to 10 carbon atoms each, or an optionally benzo-condensed, aromatic 5- to 7-membered heterocycle containing up to 3 heteoatoms from the series of S, N and/or O, and/or in the form of a group according to the formula  $-OR_{VI-10}$ ,  $-SR_{VI-11}$ ,  $-SO_2R_{VI-12}$  or  $-NR_{VI-13}R_{VI-14}$ , wherein

$R_{VI-10}$ ,  $R_{VI-11}$  and  $R_{VI-12}$  denote, independently from one another, an aryl containing 6 to 10 carbon atoms, which is in turn substituted with up to two identical or different substituents in the form of a phenyl, halogen or a straight-chain or branched alkyl containing up to 6 carbon atoms,

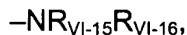
$R_{VI-13}$  and  $R_{VI-14}$  are identical or different and have the meaning of  $R_{VI-3}$  and  $R_{VI-4}$  given above, or

$R_{VI-5}$  and/or  $R_{VI-6}$  denote a radical according to the formula



$R_{VI-7}$  denotes a hydrogen or halogen, and

$R_{VI-8}$  denotes a hydrogen, halogen, azido, trifluoromethyl, hydroxyl, trifluoromethoxy, a straight-chain or branched alkoxy or alkyl containing up to 6 carbon atoms each, or a radical according to the formula



wherein

$R_{VI-15}$  and  $R_{VI-16}$  are identical or different and have the meaning of  $R_{VI-3}$  and  $R_{VI-4}$  given above, or

$R_{VI-7}$  and  $R_{VI-8}$  together form a radical according to the formula  $=O$  or  $=NR_{VI-17}$ , wherein

$R_{VI-17}$  denotes a hydrogen or a straight-chain or branched alkyl, alkoxy or acyl containing up to 6 carbon atoms each,

$L_{VI}$  denotes a straight-chain or branched alkylene or alkenylene chain containing up to 8 carbon atoms each, which are optionally substituted with up to two hydroxyl groups,

$T_{VI}$  and  $X_{VI}$  are identical or different and denote a straight-chain or branched alkylene chain containing up to 8 carbon atoms, or

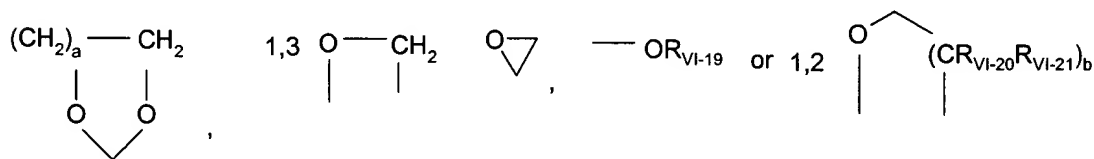
$T_{VI}$  or  $X_{VI}$  denotes a bond,

$V_{VI}$  denotes an oxygen or sulfur atom or an  $-NR_{VI-18}$  group, wherein

$R_{VI-18}$  denotes a hydrogen or a straight-chain or branched alkyl containing up to 6 carbon atoms or a phenyl,

$E_{VI}$  denotes a cycloalkyl containing 3 to 8 carbon atoms, or a straight-chain or branched alkyl containing up to 8 carbon atoms, which is optionally substituted with a cycloalkyl containing 3 to 8 carbon atoms or a hydroxyl, or a phenyl, which is optionally substituted with a halogen or trifluoromethyl,

$R_{VI-1}$  and  $R_{VI-2}$  together form a straight-chain or branched alkylene chain containing up to 7 carbon atoms, which must be substituted with a carbonyl group and/or a radical according to the formula



wherein

$a$  and  $b$  are identical or different and denote a number equaling 1, 2 or 3,

$R_{VI-19}$  denotes a hydrogen atom, a cycloalkyl containing 3 to 7 carbon atoms, a straight-chain or branched silylalkyl containing up to 8 carbon atoms, or a straight-chain or branched alkyl containing up to 8 carbon atoms, which is optionally substituted with a hydroxyl, a straight-chain or a branched alkoxy containing up to 6 carbon atoms or a phenyl, which may in turn be substituted with a halogen, nitro, trifluoromethyl,

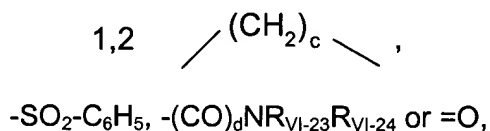
trifluoromethoxy or phenyl or tetrazole-substituted phenyl, and an alkyl that is optionally substituted with a group according to the formula  $-OR_{VI-22}$ , wherein

$R_{VI-22}$  denotes a straight-chain or branched acyl containing up to 4 carbon atoms or benzyl, or

$R_{VI-19}$  denotes a straight-chain or branched acyl containing up to 20 carbon atoms or benzoyl, which is optionally substituted with a halogen, trifluoromethyl, nitro or trifluoromethoxy, or a straight-chain or branched fluoroacyl containing up to 8 carbon atoms,

$R_{VI-20}$  and  $R_{VI-21}$  are identical or different and denote a hydrogen, phenyl or a straight-chain or branched alkyl containing up to 6 carbon atoms, or

$R_{VI-20}$  and  $R_{VI-21}$  together form a 3- to 6-membered carbocyclic ring, and the carbocyclic rings formed are optionally substituted, optionally also geminally, with up to six identical or different substituents in the form of trifluoromethyl, hydroxyl, nitrile, halogen, carboxyl, nitro, azido, cyano, cycloalkyl or cycloalkyloxy containing 3 to 7 carbon atoms each, a straight-chain or branched alkoxycarbonyl, alkoxy or alkylthio containing up to 6 carbon atoms each, or a straight-chain or branched alkyl containing up to 6 carbon atoms, which is in turn substituted with up to two identical or different substituents in the form of a hydroxyl, benzyloxy, trifluoromethyl, benzoyl, a straight-chain or branched alkoxy, oxyacyl or carboxyl containing up to 4 carbon atoms each and/or a phenyl, which may in turn be substituted with a halogen, trifluoromethyl or trifluoromethoxy, and/or the carbocyclic rings formed are optionally substituted, also geminally, with up to five identical or different substituents in the form of a phenyl, benzoyl, thiophenyl or sulfonylbenzyl, which in turn are optionally substituted with a halogen, trifluoromethyl, trifluoromethoxy or nitro, and/or optionally in the form of a radical according to the formula



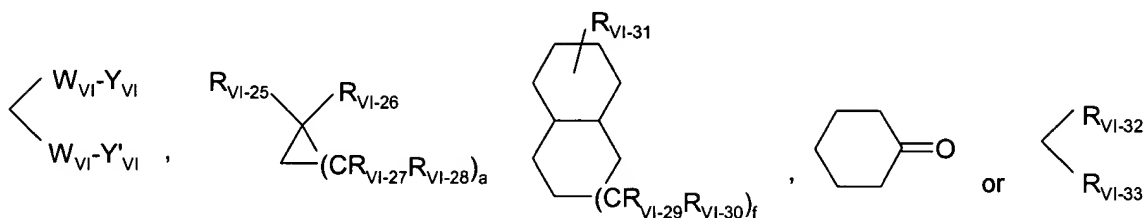
wherein

c is a number equaling 1, 2, 3 or 4,

d is a number equaling 0 or 1,

$R_{VI-23}$  and  $R_{VI-24}$  are identical or different and denote a hydrogen, cycloalkyl containing 3 to 6 carbon atoms, a straight-chain or branched alkyl containing up to 6 carbon atoms, benzyl or phenyl, which is optionally substituted with up to two identical or different substituents in the form of halogen, trifluoromethyl, cyano, phenyl or nitro,

and/or the carbocyclic rings formed are optionally substituted with a spiro-linked radical according to the formula



wherein

$W_{VI}$  denotes either an oxygen atom or a sulfur atom,

$Y_{VI}$  and  $Y'_{VI}$  together form a 2- to 6-membered straight-chain or branched alkylene chain,

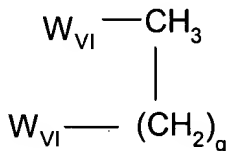
$e$  is a number equaling 1, 2, 3, 4, 5, 6 or 7,

$f$  is a number equaling 1 or 2,

$R_{VI-25}$ ,  $R_{VI-26}$ ,  $R_{VI-27}$ ,  $R_{VI-28}$ ,  $R_{VI-29}$ ,  $R_{VI-30}$  and  $R_{VI-31}$  are identical or different and denote a hydrogen, trifluoromethyl, phenyl, halogen or a straight-chain or branched alkyl or alkoxy containing up to 6 carbon atoms each, or

$R_{VI-25}$  and  $R_{VI-26}$  or  $R_{VI-27}$  and  $R_{VI-28}$  each together denote a straight-chain or branched alkyl chain containing up to 6 carbon atoms or

$R_{VI-25}$  and  $R_{VI-26}$  or  $R_{VI-27}$  and  $R_{VI-28}$  each together form a radical according to the formula



wherein

$W_{VI}$  has the meaning given above,

$g$  is a number equaling 1, 2, 3, 4, 5, 6 or 7,

$R_{VI-32}$  and  $R_{VI-33}$  together form a 3- to 7-membered heterocycle, which contains an oxygen or sulfur atom or a group according to the formula  $SO$ ,  $SO_2$  or  $-NR_{VI-34}$ , wherein

$R_{VI-34}$  denotes a hydrogen atom, a phenyl, benzyl, or a straight-chain or branched alkyl containing up to 4 carbon atoms, and salts and N oxides thereof, with the exception of 5(6H)-quinolones, 3-benzoyl-7,8-dihydro-2,7,7-trimethyl-4-phenyl.

22. (withdrawn) The composition of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is selected from the group consisting of 2-cyclopentyl-4-(4-fluorophenyl)-7,7-dimethyl-3-(4-trifluoromethylbenzoyl)-4,6,7,8-tetrahydro-1H-quinolin-5-one,

2-cyclopentyl-4-(4-fluorophenyl)-7,7-dimethyl-3-(4-trifluoromethylbenzoyl)-7,8-dihydro-6H-quinolin-5-one,

[2-cyclopentyl-4-(4-fluorophenyl)-5-hydroxy-7,7-dimethyl-5,6,7,8-tetrahydroquinolin-3-yl]-(4-trifluoromethylphenyl)-methanone,

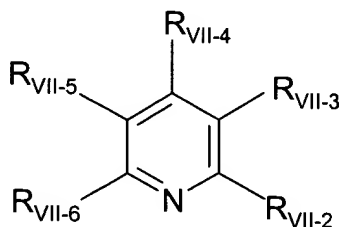
[5-(t-butyldimethylsilyloxy)-2-cyclopentyl-4-(4-fluorophenyl)-7,7-dimethyl-5,6,7,8-tetrahydroquinolin-3-yl]-(4-trifluoromethylphenyl)-methanone,

[5-(t-butyldimethylsilyloxy)-2-cyclopentyl-4-(4-fluorophenyl)-7,7-dimethyl-5,6,7,8-tetrahydroquinolin-3-yl]-(4-trifluoromethylphenyl)-methanol,

5-(t-butyldimethylsilyloxy)-2-cyclopentyl-4-(4-fluorophenyl)-3-[fluoro-(4-trifluoromethylphenyl)-methyl]-7,7-dimethyl-5,6,7,8-tetrahydroquinoline, and

2-cyclopentyl-4-(4-fluorophenyl)- 3-[fluoro-(4-trifluoromethylphenyl)-methyl]-7,7-dimethyl-5,6,7,8-tetrahydroquinolin-5-ol.

23. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula VII

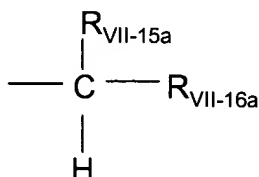


Formula VII

or a pharmaceutically acceptable salt, enantiomers, or stereoisomers or tautomer thereof,  
wherein

$R_{VII-2}$  and  $R_{VII-6}$  are independently selected from the group consisting of hydrogen, hydroxy, alkyl, fluorinated alkyl, fluorinated aralkyl, chlorofluorinated alkyl, cycloalkyl, heterocyclyl, aryl, heteroaryl, alkoxy, alkoxyalkyl, and alkoxycarbonyl; provided that at least one of  $R_{VII-2}$  and  $R_{VII-6}$  is fluorinated alkyl, chlorofluorinated alkyl or alkoxyalkyl;

R<sub>VII-3</sub> is selected from the group consisting of hydroxy, amido, arylcarbonyl, heteroarylcarbonyl, hydroxymethyl  
 -CHO,  
 -CO<sub>2</sub>R<sub>VII-7</sub>, wherein R<sub>VII-7</sub> is selected from the group consisting of hydrogen, alkyl and cyanoalkyl; and



wherein R<sub>VII-15a</sub> is selected from the group consisting of hydroxy, hydrogen, halogen, alkylthio, alkenylthio, alkynylthio, arylthio, heteroarylthio, heterocyclylthio, alkoxy, alkenoxy, alkynoxy, aryloxy, heteroaryloxy and heterocyclyloxy, and

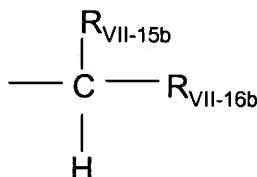
R<sub>VII-16a</sub> is selected from the group consisting of alkyl, haloalkyl, alkenyl, haloalkenyl, alkynyl, haloalkynyl, aryl, heteroaryl, and heterocyclyl, arylalkoxy, trialkylsilyloxy;

R<sub>VII-4</sub> is selected from the group consisting of hydrogen, hydroxy, halogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, haloalkyl, haloalkenyl, haloalkynyl, aryl, heteroaryl, heterocyclyl, cycloalkylalkyl, cycloalkenylalkyl, aralkyl, heteroarylalkyl, heterocyclylalkyl, cycloalkylalkenyl, cycloalkenylalkenyl, aralkenyl, heteroarylalkenyl, heterocyclylalkenyl, alkoxy, alkenoxy, alkynoxy, aryloxy, heteroaryloxy, heterocyclyloxy, alkanoyloxy, alkenoyloxy, alkynoyloxy, aryloxyloxy, heteroaryloxyloxy, heterocyclyloxyloxy, alkoxycarbonyl, alkenoxycarbonyl, alkynoxycarbonyl, aryloxycarbonyl, heteroaryloxycarbonyl, heterocyclyloxycarbonyl, thio, alkylthio, alkenylthio, alkynylthio, arylthio, heteroarylthio, heterocyclylthio, cycloalkylthio, cycloalkenylthio, alkylthioalkyl, alkenylthioalkyl, alkynylthioalkyl, arylthioalkyl, heteroarylthioalkyl, heterocyclylthioalkyl, alkylthioalkenyl, alkenylthioalkenyl, alkynylthioalkenyl, arylthioalkenyl, heteroarylthioalkenyl, heterocyclylthioalkenyl, alkylamino, alkenylamino, alkynylamino, arylamino, heteroarylamino, heterocyclylamino, arylalkylamino, diarylamino, diheteroarylamino, alkylarylamine, alkylheteroarylamine, arylheteroarylamine, trialkylsilyl, trialkenylsilyl, triarylsilyl,

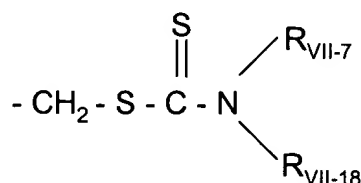
-CO(O)N(R<sub>VII-8a</sub>R<sub>VII-8b</sub>), wherein R<sub>VII-8a</sub> and R<sub>VII-8b</sub> are independently selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, heteroaryl and heterocyclyl,

-SO<sub>2</sub>R<sub>VII-9</sub>, wherein R<sub>VII-9</sub> is selected from the group consisting of hydroxy, alkyl, alkenyl, alkynyl, aryl, heteroaryl and heterocyclyl, -OP(O)(OR<sub>VII-10a</sub>)(OR<sub>VII-10b</sub>), wherein R<sub>VII-10a</sub> and

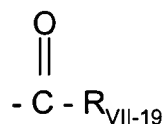
$R_{VII-5}$  is selected from the group consisting of hydrogen, hydroxy, halogen, alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, haloalkyl, haloalkenyl, haloalkynyl, aryl, heteroaryl, heterocyclyl, alkoxy, alkenoxy, alkynoxy, aryloxy, heteroaryloxy, heterocyclyloxy, alkylcarbonyloxyalkyl, alkenylcarbonyloxyalkyl, alkynylcarbonyloxyalkyl, arylcarbonyloxyalkyl, heteroarylcarbonyloxyalkyl, heterocyclylcarbonyloxyalkyl, cycloalkylalkyl, cycloalkenylalkyl, aralkyl, heteroarylalkyl, heterocyclylalkyl, cycloalkylalkenyl, cycloalkenylalkenyl, aralkenyl, heteroarylalkenyl, heterocyclylalkenyl, alkylthioalkyl, cycloalkylthioalkyl, alkenylthioalkyl, alkynylthioalkyl, arylthioalkyl, heteroarylthioalkyl, heterocyclylthioalkyl, alkylthioalkenyl, alkenylthioalkenyl, alkynylthioalkenyl, arylthioalkenyl, heteroarylthioalkenyl, heterocyclylthioalkenyl, alkoxyalkyl, alkenoxyalkyl, alkynoxyalkyl, aryloxyalkyl, heteroaryloxyalkyl, heterocyclyloxyalkyl, alkoxyalkenyl, alkenoxyalkenyl, alkynoxyalkenyl, aryloxyalkenyl, heteroaryloxyalkenyl, heterocyclyloxyalkenyl, cyano, hydroxymethyl,  $-CO_2R_{VII-14}$ , wherein  $R_{VII-14}$  is selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, heteroaryl and heterocyclyl;



R<sub>VII-16b</sub> is selected form the group consisting of alkyl, alkenyl, alkynyl, aryl, heteroaryl, heterocyclyl, arylalkoxy, and trialkylsilyloxy;



wherein  $R_{VII-17}$  and  $R_{VII-18}$  are independently selected from the group consisting of alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl and heterocyclyl;



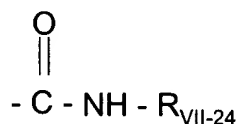
wherein  $R_{VII-19}$  is selected from the group consisting of alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heterocyclyl,  $-\text{SR}_{VII-20}$ ,  $-\text{OR}_{VII-21}$ , and  $-\text{R}_{VII-22}\text{CO}_2\text{R}_{VII-23}$ , wherein

$R_{VII-20}$  is selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, heteroaryl, heterocyclyl, aminoalkyl, aminoalkenyl, aminoalkynyl, aminoaryl, aminoheteroaryl, aminoheterocyclyl, alkylheteroaryl amino, arylheteroaryl amino,

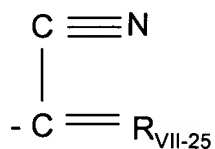
$R_{VII-21}$  is selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, heteroaryl, and heterocyclyl,

$R_{VII-22}$  is selected from the group consisting of alkylene or arylene, and

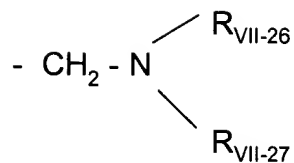
$R_{VII-23}$  is selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, heteroaryl, and heterocyclyl;



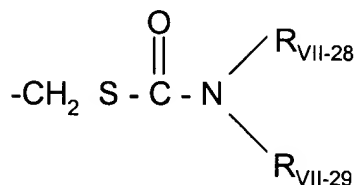
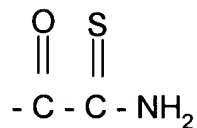
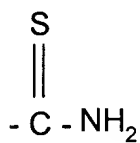
wherein  $R_{VII-24}$  is selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heterocyclyl, aralkyl, aralkenyl, and aralkynyl;



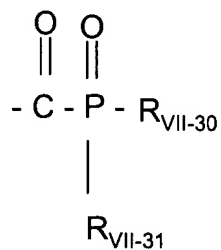
wherein  $R_{VII-25}$  is heterocyclidenyl;



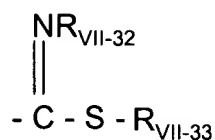
wherein  $R_{VII-26}$  and  $R_{VII-27}$  are independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, and heterocyclyl;



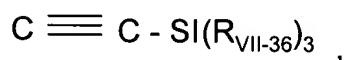
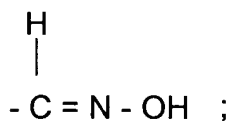
wherein  $R_{VII-28}$  and  $R_{VII-29}$  are independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, and heterocyclyl;



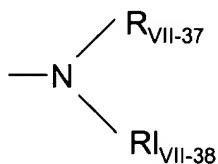
wherein  $R_{VII-30}$  and  $R_{VII-31}$  are independently alkoxy, alkenoxy, alkynoxy, aryloxy, heteroaryloxy, and heterocyclyloxy; and



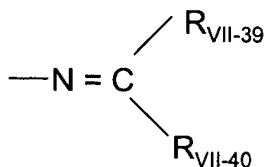
wherein  $\text{R}_{\text{VII-32}}$  and  $\text{R}_{\text{VII-33}}$  are independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, and heterocyclyl;



wherein  $\text{R}_{\text{VII-36}}$  is selected from the group consisting of alkyl, alkenyl, aryl, heteroaryl and heterocyclyl;



wherein  $\text{R}_{\text{VII-37}}$  and  $\text{R}_{\text{VII-38}}$  are independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, and heterocyclyl;

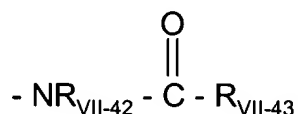


wherein  $\text{R}_{\text{VII-39}}$  is selected from the group consisting of hydrogen, alkoxy, alkenoxy, alkynoxy, aryloxy, heteroaryloxy, heterocyclyloxy, alkylthio, alkenylthio, alkynylthio, arylthio, heteroarylthio and heterocyclthio, and

R<sub>VII-40</sub> is selected from the group consisting of haloalkyl, haloalkenyl, haloalkynyl, haloaryl, haloheteroaryl, haloheterocyclyl, cycloalkyl, cycloalkenyl, heterocyclalkoxy, heterocyclalkenoxy, heterocyclalkynoxy, alkylthio, alkenylthio, alkynylthio, arylthio, heteroarylthio and heterocyclthio;

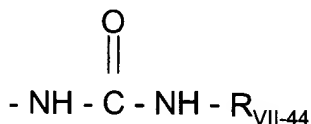


wherein R<sub>VII-41</sub> is heterocyclidenyl;

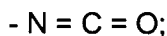
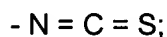
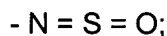


wherein R<sub>VII-42</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, and heterocyclyl, and

R<sub>VII-43</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, heterocyclyl, cycloalkyl, cycloalkenyl, haloalkyl, haloalkenyl, haloalkynyl, haloaryl, haloheteroaryl, and haloheterocyclyl;



wherein R<sub>VII-44</sub> is selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl and heterocyclyl;



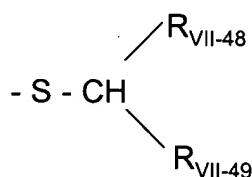
wherein R<sub>VII-45</sub> is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, heterocyclyl, haloalkyl, haloalkenyl, haloalkynyl, haloaryl, haloheteroaryl, haloheterocyclyl, heterocyclyl, cycloalkylalkyl, cycloalkenylalkyl, aralkyl, heteroarylalkyl, heterocyclalkyl, cycloalkylalkenyl, cycloalkenylalkenyl, aralkenyl, heteroarylalkenyl, heterocyclalkenyl, alkylthioalkyl, alkenylthioalkyl, alkynylthioalkyl, arylthioalkyl, heteroarylthioalkyl, heterocyclthioalkyl, alkylthioalkenyl, alkenylthioalkenyl,

alkynylthioalkenyl, arylthioalkenyl, heteroarylthioalkenyl, heterocyclylthioalkenyl, aminocarbonylalkyl, aminocarbonylalkenyl, aminocarbonylalkynyl, aminocarbonylaryl, aminocarbonylheteroaryl, and aminocarbonylheterocyclyl,

$-SR_{VII-46}$ , and  $-CH_2R_{VII-47}$ ,

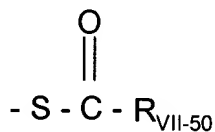
wherein  $R_{VII-46}$  is selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, heteroaryl and heterocyclyl, and

$R_{VII-47}$  is selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl and heterocyclyl; and

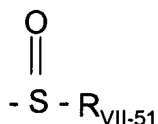


wherein  $R_{VII-48}$  is selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl and heterocyclyl, and

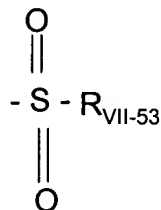
$R_{VII-49}$  is selected from the group consisting of alkoxy, alkenoxy, alkynoxy, aryloxy, heteroaryloxy, heterocyclyloxy, haloalkyl, haloalkenyl, haloalkynyl, haloaryl, haloheteroaryl and haloheterocyclyl;



wherein  $R_{VII-50}$  is selected from the group consisting of hydrogen, alkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heterocyclyl, alkoxy, alkenoxy, alkynoxy, aryloxy, heteroaryloxy and heterocyclyloxy;



wherein  $R_{VII-51}$  is selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, heteroaryl, heterocyclyl, haloalkyl, haloalkenyl, haloalkynyl, haloaryl, haloheteroaryl and haloheterocyclyl; and



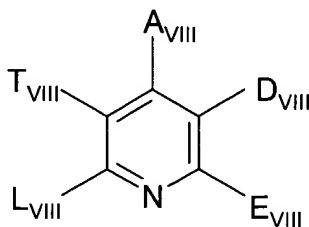
wherein  $R_{VII-53}$  is selected from the group consisting of alkyl, alkenyl, alkynyl, aryl, heteroaryl and heterocyclyl;

provided that when  $R_{VII-5}$  is selected from the group consisting of heterocyclylalkyl and heterocyclylalkenyl, the heterocyclyl radical of the corresponding heterocyclylalkyl or heterocyclylalkenyl is other than  $\gamma$ -lactone; and

provided that when  $R_{VII-4}$  is aryl, heteroaryl or heterocyclyl, and one of  $R_{VII-2}$  and  $R_{VII-6}$  is trifluoromethyl, then the other of  $R_{VII-2}$  and  $R_{VII-6}$  is difluoromethyl.

24. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is dimethyl 5,5'-dithiobis[2-difluoromethyl-4-(2-methylpropyl)-6-(trifluoromethyl)-3-pyridine-carboxylate].

25. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula VIII



Formula VIII

or a pharmaceutically acceptable salt, enantiomers, or stereoisomers thereof,  
in which

A<sub>VIII</sub> stands for aryl with 6 to 10 carbon atoms, which is optionally substituted up to 3 times in an identical manner or differently by halogen, hydroxy, trifluoromethyl, trifluoromethoxy, or by straight-chain or branched alkyl, acyl, or alkoxy with up to 7 carbon atoms each, or by a group of the formula



R<sub>VIII-1</sub> and R<sub>VIII-2</sub> are identical or different and denote hydrogen, phenyl, or straight-chain or branched alkyl with up to 6 carbon atoms,

D<sub>VIII</sub> stands for straight-chain or branched alkyl with up to 8 carbon atoms, which is substituted by hydroxy,

E<sub>VIII</sub> and L<sub>VIII</sub> are either identical or different and stand for straight-chain or branched alkyl with up to 8 carbon atoms, which is optionally substituted by cycloalkyl with 3 to 8 carbon atoms, or stands for cycloalkyl with 3 to 8 carbon atoms, or

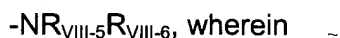
E<sub>VIII</sub> has the above-mentioned meaning and

L<sub>VIII</sub> in this case stands for aryl with 6 to 10 carbon atoms, which is optionally substituted up to 3 times in an identical manner or differently by halogen, hydroxy, trifluoromethyl, trifluoromethoxy, or by straight-chain or branched alkyl, acyl, or alkoxy with up to 7 carbon atoms each, or by a group of the formula



R<sub>VIII-3</sub> and R<sub>VIII-4</sub> are identical or different and have the meaning given above for R<sub>VIII-1</sub> and R<sub>VIII-2</sub>, or

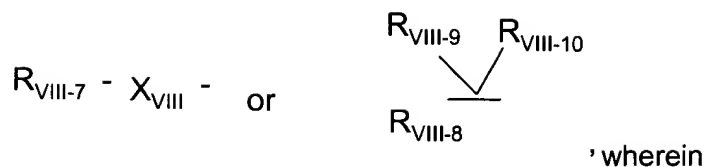
E<sub>VIII</sub> stands for straight-chain or branched alkyl with up to 8 carbon atoms, or stands for aryl with 6 to 10 carbon atoms, which is optionally substituted up to 3 times in an identical manner or differently by halogen, hydroxy, trifluoromethyl, trifluoromethoxy, or by straight-chain or branched alkyl, acyl, or alkoxy with up to 7 carbon atoms each, or by a group of the formula



R<sub>VIII-5</sub> and R<sub>VIII-6</sub> are identical or different and have the meaning given above for R<sub>VIII-1</sub> and R<sub>VIII-2</sub>, and

L<sub>VIII</sub> in this case stands for straight-chain or branched alkoxy with up to 8 carbon atoms or for cycloalkyloxy with 3 to 8 carbon atoms,

T<sub>VIII</sub> stands for a radical of the formula



$R_{VIII-7}$  and  $R_{VIII-8}$  are identical or different and denote cycloalkyl with 3 to 8 carbon atoms, or aryl with 6 to 10 carbon atoms, or denote a 5- to 7-member aromatic, optionally benzo-condensed, heterocyclic compound with up to 3 heteroatoms from the series S, N and/or O, which are optionally substituted up to 3 times in an identical manner or differently by trifluoromethyl, trifluoromethoxy, halogen, hydroxy, carboxyl, by straight-chain or branched alkyl, acyl, alkoxy, or alkoxycarbonyl with up to 6 carbon atoms each, or by phenyl, phenoxy, or thiophenyl, which can in turn be substituted by halogen, trifluoromethyl, or trifluoromethoxy, and/or the rings are substituted by a group of the formula



$R_{VIII-11}$  and  $R_{VIII-12}$  are identical or different and have the meaning given above for  $R_{VIII-1}$  and  $R_{VIII-2}$ ,

$X_{VIII}$  denotes a straight or branched alkyl chain or alkenyl chain with 2 to 10 carbon atoms each, which are optionally substituted up to 2 times by hydroxy,

$R_{VIII-9}$  denotes hydrogen, and

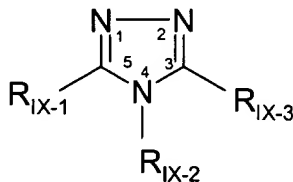
$R_{VIII-10}$  denotes hydrogen, halogen, azido, trifluoromethyl, hydroxy, mercapto, trifluoromethoxy, straight-chain or branched alkoxy with up to 5 carbon atoms, or a radical of the formula



$R_{VIII-13}$  and  $R_{VIII-14}$  are identical or different and have the meaning given above for  $R_{VIII-1}$  and  $R_{VIII-2}$ , or

$R_{VIII-9}$  and  $R_{VIII-10}$  form a carbonyl group together with the carbon atom.

26. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula IX



Formula IX

or a pharmaceutically acceptable salt or tautomer thereof;

wherein  $R_{IX-1}$  is selected from higher alkyl, higher alkenyl, higher alkynyl, aryl, aralkyl, aryloxyalkyl, alkoxyalkyl, alkylthioalkyl, arylthioalkyl, and cycloalkylalkyl;

wherein  $R_{IX-2}$  is selected from aryl, heteroaryl, cycloalkyl, and cycloalkenyl, wherein

$R_{IX-2}$  is optionally substituted at a substitutable position with one or more radicals independently selected from alkyl, haloalkyl, alkylthio, alkylsulfinyl, alkylsulfonyl, alkoxy, halo, aryloxy, aralkyloxy, aryl, aralkyl, aminosulfonyl, amino, monoalkylamino and dialkylamino; and

wherein  $R_{IX-3}$  is selected from hydrido, -SH and halo; provided  $R_{IX-2}$  cannot be phenyl or 4-methylphenyl when  $R_{IX-1}$  is higher alkyl and when  $R_{IX-3}$  is -SH.

27. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is selected from the group consisting of 2,4-dihydro-4-(3-methoxyphenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,

2,4-dihydro-4-(2-fluorophenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,

2,4-dihydro-4-(2-methylphenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,

2,4-dihydro-4-(3-chlorophenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,

2,4-dihydro-4-(2-methoxyphenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,

2,4-dihydro-4-(3-methylphenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,

4-cyclohexyl-2,4-dihydro-5-tridecyl-3H-1,2,4-triazole-3-thione,

2,4-dihydro-4-(3-pyridyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,

2,4-dihydro-4-(2-ethoxyphenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,

2,4-dihydro-4-(2,6-dimethylphenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,

2,4-dihydro-4-(4-phenoxyphenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,

4-(1,3-benzodioxol-5-yl)-2,4-dihydro-5-tridecyl-3H-1,2,4-triazole-3-thione,

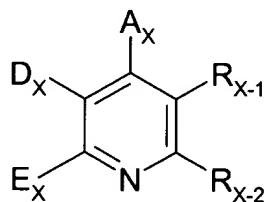
4-(2-chlorophenyl)-2,4-dihydro-5-tridecyl-3H-1,2,4-triazole-3-thione,

2,4-dihydro-4-(4-methoxyphenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,

2,4-dihydro-5-tridecyl-4-(3-trifluoromethylphenyl)-3H-1,2,4-triazole-3-thione,

2,4-dihydro-5-tridecyl-4-(3-fluorophenyl)-3H-1,2,4-triazole-3-thione,  
 4-(3-chloro-4-methylphenyl)-2,4-dihydro-5-tridecyl-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-4-(2-methylthiophenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,  
 4-(4-benzyloxyphenyl)-2,4-dihydro-5-tridecyl-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-4-(2-naphthyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-5-tridecyl-4-(4-trifluoromethylphenyl)-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-4-(1-naphthyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-4-(3-methylthiophenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-4-(4-methylthiophenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-4-(3,4-dimethoxyphenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-4-(2,5-dimethoxyphenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-4-(2-methoxy-5-chlorophenyl)-5-tridecyl-3H-1,2,4-triazole-3-thione,  
 4-(4-aminosulfonylphenyl)-2,4-dihydro-5-tridecyl-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-5-dodecyl-4-(3-methoxyphenyl)-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-4-(3-methoxyphenyl)-5-tetradecyl-3H-1,2,4-triazole-3-thione,  
 2,4-dihydro-4-(3-methoxyphenyl)-5-undecyl-3H-1,2,4-triazole-3-thione, and  
 2,4-dihydro-(4-methoxyphenyl)-5-pentadecyl-3H-1,2,4-triazole-3-thione.

28. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula X



Formula X

and pharmaceutically acceptable salts, enantiomers, or stereoisomers or N-oxides of said compounds;

in which

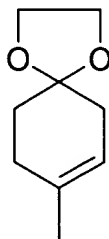
$A_x$  represents cycloalkyl with 3 to 8 carbon atoms or a 5 to 7-membered, saturated, partially saturated or unsaturated, optionally benzo-condensed heterocyclic ring containing up to 3 heteroatoms from the series comprising S, N and/or O, that in case of a saturated heterocyclic ring is bonded to a nitrogen function, optionally bridged over it, and in which the aromatic systems mentioned above are optionally substituted up to 5-times in an identical or different substituents in the form of halogen, nitro, hydroxy, trifluoromethyl, trifluoromethoxy or by a straight-chain or branched alkyl, acyl, hydroxyalkyl or alkoxy each having up to 7 carbon atoms or by a group of the formula –  $NR_{x-3}R_{x-4}$ ,

in which

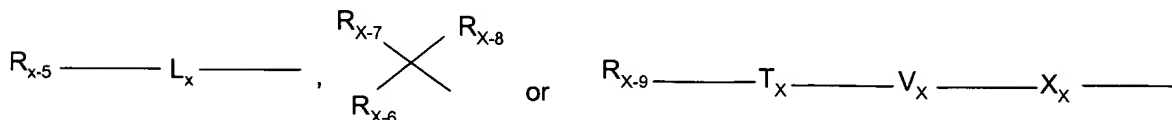
$R_{x-3}$  and  $R_{x-4}$  are identical or different and denote hydrogen, phenyl or straight-chain or branched alkyl having up to 6 carbon atoms,

or

$A_x$  represents a radical of the formula



$D_x$  represents an aryl having 6 to 10 carbon atoms, that is optionally substituted by phenyl, nitro, halogen, trifluoromethyl or trifluoromethoxy, or it represents a radical of the formula



in which

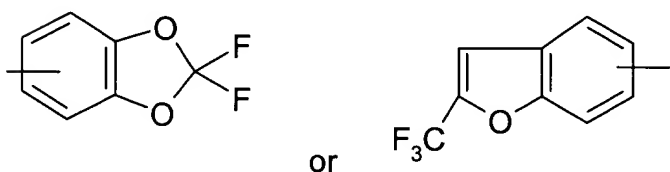
$R_{X-5}$ ,  $R_{X-6}$  and  $R_{X-9}$  independently of one another denote cycloalkyl having 3 to 6 carbon atoms, or an aryl having 6 to 10 carbon atoms or a 5- to 7-membered aromatic, optionally benzo-condensed saturated or unsaturated, mono-, bi-, or tricyclic heterocyclic ring from the series consisting of S, N and/or O, in which the rings are substituted, optionally, in case of the nitrogen containing aromatic rings via the N function, with up to 5 identical or different substituents in the form of halogen, trifluoromethyl, nitro, hydroxy, cyano, carbonyl, trifluoromethoxy, straight straight-chain or branched acyl, alkyl, alkylthio, alkylalkoxy, alkoxy, or alkoxycarbonyl each having up to 6 carbon atoms, by aryl or trifluoromethyl-substituted aryl each having 6 to 10 carbon atoms or by an, optionally benzo-condensed, aromatic 5- to 7-membered heterocyclic ring having up to 3 heteroatoms from the series consisting of S, N, and/or O, and/or substituted by a group of the formula  $-OR_{X-10}$ ,  $-SR_{X-11}$ ,  $SO_2R_{X-12}$  or  $-NR_{X-13}R_{X-14}$ , in which

$R_{X-10}$ ,  $R_{X-11}$  and  $R_{X-12}$  independently from each other denote aryl having 6 to 10 carbon atoms, which is in turn substituted with up to 2 identical or different substituents in the form of phenyl, halogen or a straight-chain or branched alkyl having up to 6 carbon atoms,

$R_{X-13}$  and  $R_{X-14}$  are identical or different and have the meaning of  $R_{X-3}$  and  $R_{X-4}$  indicated above,

or

$R_{X-5}$  and/or  $R_{X-6}$  denote a radical of the formula



$R_{X-7}$  denotes hydrogen or halogen, and

$R_{X-8}$  denotes hydrogen, halogen, azido, trifluoromethyl, hydroxy, trifluoromethoxy, straight-chain or branched alkoxy or alkyl having up to 6 carbon atoms or a radical of the formula

$-NR_{X-15}R_{X-16}$ ,

in which

$R_{X-15}$  and  $R_{X-16}$  are identical or different and have the meaning of  $R_{X-3}$  and  $R_{X-4}$  indicated above,

or

$R_{X-7}$  and  $R_{X-8}$  together form a radical of the formula  $=O$  or  $=NR_{X-17}$ ,

in which

$R_{X-17}$  denotes hydrogen or straight chain or branched alkyl, alkoxy or acyl having up to 6 carbon atoms,

$L_X$  denotes a straight chain or branched alkylene or alkenylene chain having up to 8 carbon atoms, that are optionally substituted with up to 2 hydroxy groups,

$T_X$  and  $X_X$  are identical or different and denote a straight chain or branched alkylene chain with up to 8 carbon atoms

or

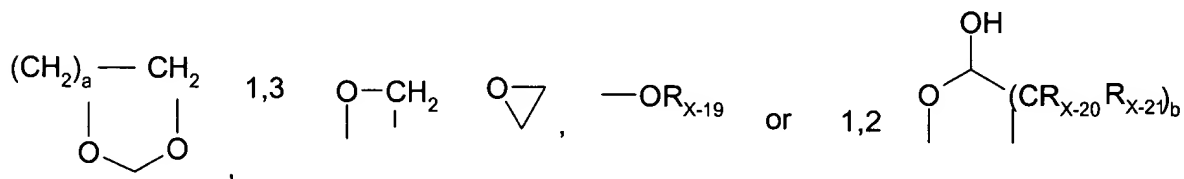
$T_X$  or  $X_X$  denotes a bond,

$V_X$  represents an oxygen or sulfur atom or an  $-NR_{X-18}$ -group, in which

$R_{X-18}$  denotes hydrogen or straight chain or branched alkyl with up to 6 carbon atoms or phenyl,

$E_X$  represents cycloalkyl with 3 to 8 carbon atoms, or straight chain or branched alkyl with up to 8 carbon atoms, that is optionally substituted by cycloalkyl with 3 to 8 carbon atoms or hydroxy, or represents a phenyl, that is optionally substituted by halogen or trifluoromethyl,

$R_{X-1}$  and  $R_{X-2}$  together form a straight-chain or branched alkylene chain with up to 7 carbon atoms, that must be substituted by carbonyl group and/or by a radical with the formula



in which a and b are identical or different and denote a number equaling 1,2, or 3,

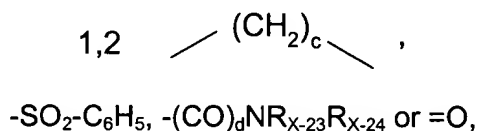
$R_{X-19}$  denotes hydrogen, cycloalkyl with 3 up to 7 carbon atoms, straight chain or branched silylalkyl with up to 8 carbon atoms or straight chain or branched alkyl with up to 8 carbon atoms, that are optionally substituted by hydroxyl, straight chain or branched alkoxy with up to 6 carbon atoms or by phenyl, which in turn might be substituted by halogen, nitro, trifluoromethyl, trifluoromethoxy or by phenyl or by tetrazole-substituted phenyl, and alkyl, optionally be substituted by a group with the formula  $-\text{OR}_{X-22}$ , in which

$R_{X-22}$  denotes a straight chain or branched acyl with up to 4 carbon atoms or benzyl,  
or

$R_{X-19}$  denotes straight chain or branched acyl with up to 20 carbon atoms or benzoyl, that is optionally substituted by halogen, trifluoromethyl, nitro or trifluoromethoxy, or it denotes straight chain or branched fluoroacyl with up to 8 carbon atoms and 9 fluorine atoms,

$R_{X-20}$  and  $R_{X-21}$  are identical or different and denote hydrogen, phenyl or straight chain or branched alkyl with up to 6 carbon atoms,  
or

$R_{X-20}$  and  $R_{X-21}$  together form a 3- to 6- membered carbocyclic ring, and the carbocyclic rings formed are optionally substituted, optionally also geminally, with up to six identical or different substituents in the form of trifluoromethyl, hydroxy, nitrile, halogen, carboxyl, nitro, azido, cyano, cycloalkyl or cycloalkyloxy with 3 to 7 carbon atoms each, by straight chain or branched alkoxy carbonyl, alkoxy or alkylthio with up to 6 carbon atoms each or by straight chain or branched alkyl with up to 6 carbon atoms, which in turn is substituted with up to 2 identically or differently by hydroxyl, benzyloxy, trifluoromethyl, benzoyl, straight chain or branched alkoxy, oxyacyl or carbonyl with up to 4 carbon atoms each and/or phenyl, which may in turn be substituted with a halogen, trifluoromethyl or trifluoromethoxy, and/or the formed carbocyclic rings are optionally substituted, also geminally, with up to 5 identical or different substituents in the form of phenyl, benzoyl, thiophenyl or sulfonylbenzyl, which in turn are optionally substituted by halogen, trifluoromethyl, trifluoromethoxy or nitro, and/or optionally are substituted by a radical with the formula

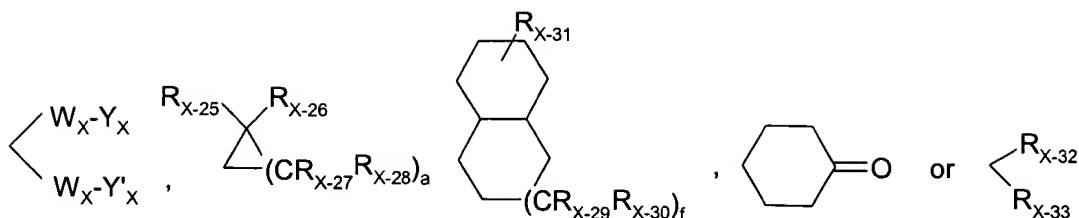


in which

$c$  denotes a number equaling 1, 2, 3, or 4,

$d$  denotes a number equaling 0 or 1,

$R_{X-23}$  and  $R_{X-24}$  are identical or different and denote hydrogen, cycloalkyl with 3 to 6 carbon atoms, straight chain or branched alkyl with up to 6 carbon atoms, benzyl or phenyl, that is optionally substituted with up to 2 identically or differently by halogen, trifluoromethyl, cyano, phenyl or nitro, and/or the formed carbocyclic rings are substituted optionally by a spiro-linked radical with the formula



in which

$W_X$  denotes either an oxygen or a sulfur atom

$Y_X$  and  $Y'_X$  together form a 2 to 6 membered straight chain or branched alkylene chain,

$e$  denotes a number equaling 1, 2, 3, 4, 5, 6; or 7,

$f$  denotes a number equaling 1 or 2,

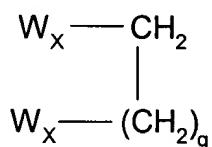
$R_{X-25}$ ,  $R_{X-26}$ ,  $R_{X-27}$ ,  $R_{X-28}$ ,  $R_{X-29}$ ,  $R_{X-30}$  and  $R_{X-31}$  are identical or different and denote hydrogen, trifluoromethyl, phenyl, halogen or straight chain or branched alkyl or alkoxy with up to 6 carbon atoms each,

or

$R_{X-25}$  and  $R_{X-26}$  or  $R_{X-27}$  and  $R_{X-28}$  respectively form together a straight chain or branched alkyl chain with up to 6 carbon atoms,

or

$R_{X-25}$  and  $R_{X-26}$  or  $R_{X-27}$  and  $R_{X-28}$  each together form a radical with the formula



in which

$W_X$  has the meaning given above,

$g$  denotes a number equaling 1, 2, 3, 4, 5, 6, or 7,

$R_{X-32}$  and  $R_{X-33}$  form together a 3- to 7- membered heterocycle, which contains an oxygen or sulfur atom or a group with the formula  $SO$ ,  $SO_2$  or  $-NR_{X-34}$ ,

in which

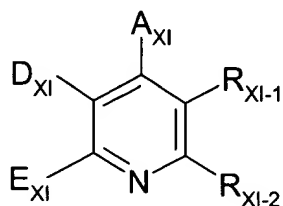
$R_{X-34}$  denotes hydrogen, phenyl, benzyl or straight or branched alkyl with up to 4 carbon atoms.

29. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is selected from the group consisting of 2-cyclopentyl-5-hydroxy-7,7-dimethyl-4-(3-thienyl)-3-(4-trifluoromethylbenzoyl)-5,6,7,8-tetrahydroquinolin,

2-cyclopentyl-3-[fluoro-(4-trifluoromethylphenyl)methyl]-5-hydroxy-7,7-dimethyl-4-(3-thienyl)-5,6,7,8-tetrahydroquinoline, and

2-cyclopentyl-5-hydroxy-7,7-dimethyl-4-(3-thienyl)-3-(trifluoromethylbenzyl)-5,6,7,8-tetrahydroquinoline.

30. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula XI



Formula XI

and stereoisomers, stereoisomer mixtures, and salts thereof,  
in which

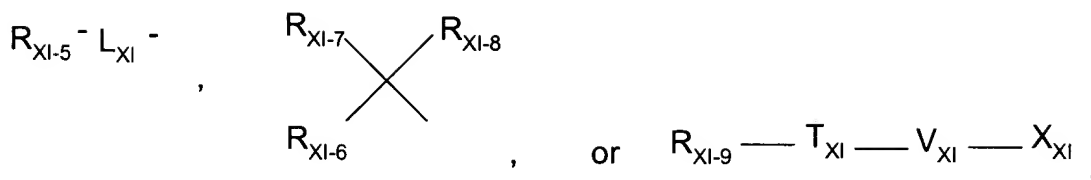
A<sub>XI</sub> stands for cycloalkyl with 3 to 8 carbon atoms, or stands for aryl with 6 to 10 carbon atoms, or stands for a 5- to 7-membered, saturated, partially unsaturated or unsaturated, possibly benzocondensated, heterocycle with up to 4 heteroatoms from the series S, N and/or O, where aryl and the heterocyclic ring systems mentioned above are substituted up to 5-fold, identical or different, by cyano, halogen, nitro, carboxyl, hydroxy, trifluoromethyl, trifluoro- methoxy, or by straight-chain or branched alkyl, acyl, hydroxyalkyl, alkylthio, alkoxycarbonyl, oxyalkoxycarbonyl or alkoxy each with up to 7 carbon atoms, or by a group of the formula

-NR<sub>XI-3</sub>R<sub>XI-4</sub>,

in which

R<sub>XI-3</sub> and R<sub>XI-4</sub> are identical or different and denote hydrogen, phenyl, or straight-chain or branched alkyl with up to 6 carbon atoms

D<sub>XI</sub> stands for a radical of the formula



in which

$R_{XI-5}$ ,  $R_{XI-6}$  and  $R_{XI-9}$ , independent of each other, denote cycloalkyl with 3 to 6 carbon atoms, or denote aryl with 6 to 10 carbon atoms, or denote a 5- to 7-membered, possibly benzocondensated, saturated or unsaturated, mono-, bi- or tricyclic heterocycle with up to 4 heteroatoms of the series S, N and/or O, where the cycles are possibly substituted—in the case of the nitrogen-containing rings also via the N-function—up to 5-fold, identical or different, by halogen, trifluoromethyl, nitro, hydroxy, cyano, carboxyl, trifluoromethoxy, straight-chain or branched acyl, alkyl, alkylthio, alkylalkoxy, alkoxy or alkoxycarbonyl with up to 6 carbon atoms each. by aryl or trifluoromethyl substituted aryl with 6 to 10 carbon atoms each, or by a possibly benzocondensated aromatic 5- to 7-membered heterocycle with up to 3 heteroatoms of the series S, N and/or O, and/or are substituted by a group of the formula

$-OR_{XI-10}$ ,  $-SR_{XI-11}$ ,  $-SO_2R_{XI-12}$  or  $-NR_{XI-13}R_{XI-14}$ ,

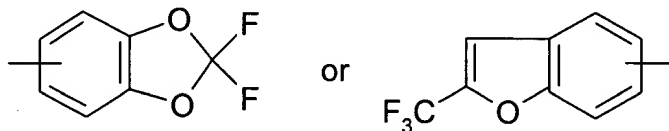
in which

$R_{XI-10}$ ,  $R_{XI-11}$  and  $R_{XI-12}$ , independent of each other, denote aryl with 6 to 10 carbon atoms, which itself is substituted up to 2-fold, identical or different, by phenyl, halogen. or by straight-chain or branched alkyl with up to 6 carbon atoms,

$R_{XI-13}$  and  $R_{XI-14}$  are identical or different and have the meaning given above for  $R_{XI-3}$  and  $R_{XI-4}$ ,

or

$R_{XI-5}$  and/or  $R_{XI-6}$  denote a radical of the formula



$R_{XI-7}$  denotes hydrogen, halogen or methyl,

and

$R_{XI-8}$  denotes hydrogen, halogen, azido, trifluoromethyl, hydroxy, trifluoromethoxy, straight-chain or branched alkoxy or alkyl with up to 6 carbon atoms each, or a radical of the formula  $-NR_{XI-15}R_{XI-16}$ ,

in which

$R_{XI-15}$  and  $R_{XI-16}$  are identical or different and have the meaning given above for  $R_{XI-3}$  and  $R_{XI-4}$ ,

or

$R_{XI-7}$  and  $R_{XI-8}$  together form a radical of the formula  $=O$  or  $=NR_{XI-17}$ , in which  $R_{XI-17}$  denotes hydrogen or straight-chain or branched alkyl, alkoxy or acyl with up to 6 carbon atoms each,

$L_{XI}$  denotes a straight-chain or branched alkylene- or alkenylene chain with up to 8 carbon atoms each, which is possibly substituted up to 2-fold by hydroxy,

$T_{XI}$  and  $X_{XI}$  are identical or different and denote a straight-chain or branched alkylene chain with up to 8 carbon atoms,

or

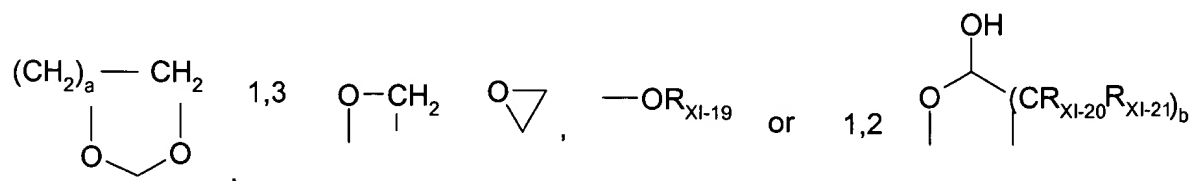
$T_{XI}$  and  $X_{XI}$  denotes a bond,

$V_{XI}$  stands for an oxygen- or sulfur atom or for an  $-NR_{XI-18}$  group, in which

$R_{XI-18}$  denotes hydrogen or straight-chain or branched alkyl with up to 6 carbon atoms, or phenyl,

$E_{XI}$  stands for cycloalkyl with 3 to 8 carbon atoms, or stands for straight-chain or branched alkyl with up to 8 carbon atoms, which is possibly substituted by cycloalkyl with 3 to 8 carbon atoms or hydroxy, or stands for phenyl, which is possibly substituted by halogen or trifluoromethyl,

$R_{XI-1}$  and  $R_{XI-2}$  together form a straight-chain or branched alkylene chain with up to 7 carbon atoms, which must be substituted by a carbonyl group and/or by a radical of the formula



in which

a and b are identical or different and denote a number 1, 2 or 3

$R_{XI-19}$  denotes hydrogen, cycloalkyl with 3 to 7 carbon atoms, straight-chain or branched silylalkyl with up to 8 carbon atoms, or straight-chain or branched alkyl with up to 8 carbon atoms, which is possibly substituted by hydroxy, straight-chain or branched

alkoxy with up to 6 carbon atoms, or by phenyl, which itself can be substituted by halogen, nitro, trifluoromethyl, trifluoromethoxy or by phenyl substituted by phenyl or tetrazol, and alkyl is possibly substituted by a group of the formula  $-OR_{XI-22}$ ,  
in which

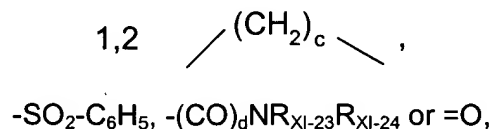
$R_{XI-22}$  denotes straight-chain or branched acyl with up to 4 carbon atoms, or benzyl,  
or

$R_{XI-19}$  denotes straight-chain or branched acyl with up to 20 carbon atoms or benzoyl, which is possibly substituted by halogen, trifluoromethyl, nitro or trifluoromethoxy, or denotes straight-chain or branched fluoroacyl with up to 8 carbon atoms and 9 fluorine atoms,

$R_{XI-20}$  and  $R_{XI-21}$  are identical or different, denoting hydrogen, phenyl or straight-chain or branched alkyl with up to 6 carbon atoms,  
or

$R_{XI-20}$  and  $R_{XI-21}$  together form a 3- to 6-membered carbocycle, and, possibly also geminally, the alkylene chain formed by  $R_{XI-1}$  and  $R_{XI-2}$ , is possibly substituted up to 6-fold, identical or different, by trifluoromethyl, hydroxy, nitrile, halogen, carboxyl, nitro, azido, cyano, cycloalkyl or cycloalkyloxy with 3 to 7 carbon atoms each, by straight-chain or branched alkoxy carbonyl, alkoxy or alkoxythio with up to 6 carbon atoms each, or by straight-chain or branched alkyl with up to 6 carbon atoms, which itself is substituted up to 2-fold,

identical or different. by hydroxyl, benzyloxy, trifluoromethyl, benzoyl, straight-chain or branched alkoxy, oxyacyl or carboxyl with up to 4 carbon atoms each, and/or phenyl- which itself can be substituted by halogen, trifluoromethyl or trifluoromethoxy , and/or the alkylene chain formed by  $R_{XI-1}$  and  $R_{XI-2}$  is substituted, also geminally, possibly up to 5-fold, identical or different, by phenyl, benzoyl, thiophenyl or sulfobenzyl - which themselves are possibly substituted by halogen, trifluoromethyl, trifluoromethoxy or nitro, and/or the alkylene chain formed by  $R_{XI-1}$  and  $R_{XI-2}$  is possibly substituted by a radical of the formula

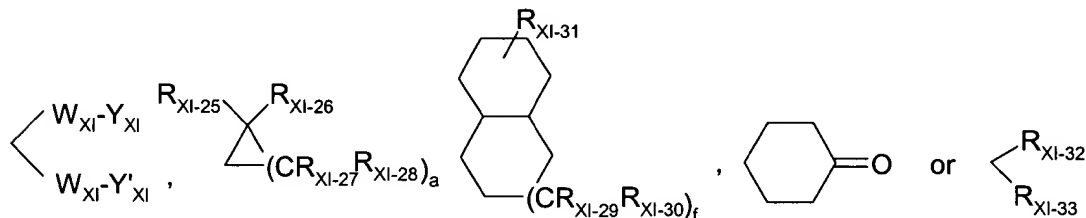


in which

c denotes a number 1, 2, 3 or 4,

d denotes a number 0 or 1,

$R_{Xl-23}$  and  $R_{Xl-24}$  are identical or different and denote hydrogen, cycloalkyl with 3 to 6 carbon atoms, straight-chain or branched alkyl with up to 6 carbon atoms, benzyl or phenyl, which is possibly substituted up to 2-fold, identical or different, by halogen, trifluoromethyl, cyano, phenyl or nitro, and/or the alkylene chain formed by  $R_{Xl-1}$  and  $R_{Xl-2}$  is possibly substituted by a spiro-jointed radical of the formula



in which

$W_{Xl}$  denotes either an oxygen or a sulfur atom,

$Y_{Xl}$  and  $Y'_{Xl}$  together form a 2- to 6-membered straight-chain or branched alkylene chain,

$e$  is a number 1, 2, 3, 4, 5, 6 or 7,

$f$  denotes a number 1 or 2,

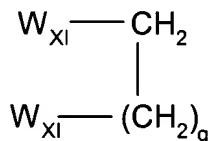
$R_{Xl-25}$ ,  $R_{Xl-26}$ ,  $R_{Xl-27}$ ,  $R_{Xl-28}$ ,  $R_{Xl-29}$ ,  $R_{Xl-30}$  and  $R_{Xl-31}$  are identical or different and denote hydrogen, trifluoromethyl, phenyl, halogen, or straight-chain or branched alkyl or alkoxy with up to 6 carbon atoms each,

or

$R_{Xl-25}$  and  $R_{Xl-26}$  or  $R_{Xl-27}$  and  $R_{Xl-28}$  together form a straight-chain or branched alkyl chain with up to 6 carbon atoms,

or

$R_{Xl-25}$  and  $R_{Xl-26}$  or  $R_{Xl-27}$  and  $R_{Xl-28}$  together form a radical of the formula



in which

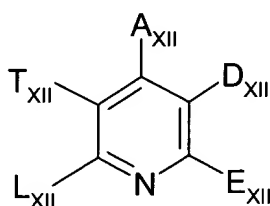
$W_{Xl}$  has the meaning given above,

$g$  is a number 1, 2, 3, 4, 5, 6 or 7,

$R_{XI-32}$  and  $R_{XI-33}$  together form a 3- to 7-membered heterocycle that contains an oxygen- or sulfur atom or a group of the formula  $SO$ ,  $SO_2$  or  $-NR_{XI-34}$ ,  
in which

$R_{XI-34}$  denotes hydrogen, phenyl, benzyl, or straight-chain or branched alkyl with up to 4 carbon atoms.

31. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula XII



Formula XII

or pharmaceutically acceptable salts, enantiomers, or stereoisomers of said compounds,  
in which

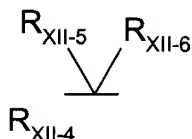
$A_{XII}$  and  $E_{XII}$  are identical or different and stand for aryl with 6 to 10 carbon atoms which is possibly substituted, up to 5-fold identical or different, by halogen, hydroxy, trifluoromethyl, trifluoromethoxy, nitro or by straight-chain or branched alkyl, acyl, hydroxy alkyl or alkoxy with up to 7 carbon atoms each, or by a group of the formula -  
 $NR_{XII-1}R_{XII-2}$ ,  
where

$R_{XII-1}$  and  $R_{XII-2}$  are identical or different and are meant to be hydrogen, phenyl or straight-chain or branched alkyl with up to 6 carbon atoms,

$D_{XII}$  stands for straight-chain or branched alkyl with up to 8 carbon atoms, which is substituted by hydroxy,

$L_{XII}$  stands for cycloalkyl with 3 to 8 carbon atoms or for straight-chain or branched alkyl with up to 8 carbon atoms, which is possibly substituted by cycloalkyl with 3 to 8 carbon atoms, or by hydroxy,

$T_{XII}$  stands for a radical of the formula  $R_{XII-3}-X_{XII}-$  or



where

$R_{XII-3}$  and  $R_{XII-4}$  are identical or different and are meant to be cycloalkyl with 3 to 8 carbon atoms, or aryl with 6 to 10 carbon atoms, or a 5- to 7-membered aromatic, possibly benzocondensated heterocycle with up to 3 heteroatoms from the series S, N and/or O, which are possibly substituted. up to 3-fold identical or different, by trifluoromethyl, trifluoromethoxy, halogen, hydroxy, carboxyl, nitro, by straight-chain or branched alkyl, acyl, alkoxy or alkoxycarbonyl with up to 6 carbon atoms each. or by phenyl, phenoxy or phenylthio which in turn can be substituted by halogen. trifluoromethyl or trifluoromethoxy, and/or where the cycles are possibly substituted by a group of the formula  $-NR_{XII-7}R_{XII-8}$ ,

where

$R_{XII-7}$  and  $R_{XII-8}$  are identical or different and have the meaning of  $R_{XII-1}$  and  $R_{XII-2}$  given above,

$X_{XII}$  is a straight-chain or branched alkyl or alkenyl with 2 to 10 carbon atoms each, possibly substituted up to 2-fold by hydroxy or halogen,

$R_{XII-5}$  stands for hydrogen,

and

$R_{XII-6}$  means to be hydrogen, halogen, mercapto, azido, trifluoromethyl, hydroxy, trifluoromethoxy, straight-chain or branched alkoxy with up to 5 carbon atoms, or a radical of the formula  $-NR_{XII-9}R_{XII-10}$ ,

where

$R_{XII-9}$  and  $R_{XII-10}$  are identical or different and have the meaning of  $R_{XII-1}$  and  $R_{XII-2}$  given above,

or

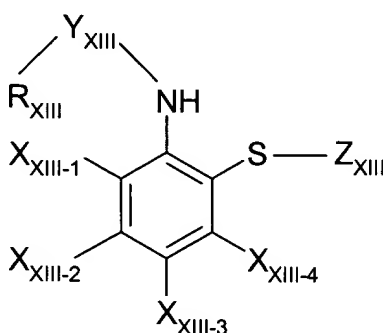
$R_{XII-5}$  and  $R_{XII-6}$ , together with the carbon atom, form a carbonyl group.

32. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is selected from the group consisting of 4,6-bis-(p-fluorophenyl)-2-isopropyl-3-[(p-trifluoromethylphenyl)-(fluoro)-methyl]-5-(1-hydroxyethyl)pyridine,

2,4-bis-(4-fluorophenyl)-6-isopropyl-5-[4-(trifluoromethylphenyl)-fluoromethyl]-3-hydroxymethylpyridine, and

2,4-bis-(4-fluorophenyl)-6-isopropyl-5-[2-(3-trifluoromethylphenyl)vinyl]-3-hydroxymethyl)pyridine.

33. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has the structure of Formula XIII,



or pharmaceutically acceptable salts, enantiomers, stereoisomers, hydrates, or solvates of said compounds, in which

$R_{XIII}$  is a straight chain or branched  $C_{1-10}$  alkyl; straight chain or branched  $C_{2-10}$  alkenyl; halogenated  $C_{1-4}$  lower alkyl;  $C_{3-10}$  cycloalkyl that may be substituted;  $C_{5-8}$  cycloalkenyl that may be substituted;  $C_{3-10}$  cycloalkyl  $C_{1-10}$  alkyl that may be substituted; aryl that may be substituted; aralkyl that may be substituted; or a 5- or 6-membered heterocyclic group having 1 to 3 nitrogen atoms, oxygen atoms or sulfur atoms that may be substituted,

$X_{XIII-1}$ ,  $X_{XIII-2}$ ,  $X_{XIII-3}$ ,  $X_{XIII-4}$  may be the same or different and are a hydrogen atom; halogen atom;  $C_{1-4}$  lower alkyl; halogenated  $C_{1-4}$  lower alkyl;  $C_{1-4}$  lower alkoxy; cyano group; nitro group; acyl; or aryl, respectively;

$Y_{XIII}$  is  $-CO-$ ; or  $-SO_2-$ ; and

$Z_{XIII}$  is a hydrogen atom; or mercapto protective group.

34. (withdrawn) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor is selected from the group consisting of

N,N'-(dithiodi-2,1-phenylene)bis[2,2-dimethyl-propanamide],

N,N'-(dithiodi-2,1-phenylene)bis[1-methyl-cyclohexanecarboxamide],

N,N'-(dithiodi-2,1-phenylene)bis[1-(3-methylbutyl)-cyclopentanecarboxamide],

N,N'-(dithiodi-2,1-phenylene)bis[1-(3-methylbutyl)-cyclohexanecarboxamide],

N,N'-(dithiodi-2,1-phenylene)bis[1-(2-ethylbutyl)-cyclohexanecarboxamide],

N,N'-(dithiodi-2,1-phenylene)bis-tricyclo[3.3.1.1<sup>3,7</sup>]decane-1-carboxamide,

propanethioic acid, 2-methyl-, S-[2-[[[1-(2-ethylbutyl)cyclohexyl]carbonyl]amino]phenyl] ester,

propanethioic acid, 2,2-dimethyl-, S-[2-[[[1-(2-ethylbutyl)cyclohexyl]carbonyl]amino]phenyl] ester, and

ethanethioic acid, S-[2-[[[1-(2-ethylbutyl)cyclohexyl]carbonyl]amino]phenyl] ester.

35. (original) The composition of any one of claims 1 and 3-4 wherein said cholesteryl ester transfer protein inhibitor has a solubility in aqueous solution in the absence of said concentration-enhancing polymer of less than 10 ?g/ml at any pH of from 1 to 8.

36. (original) The composition of claim 35 wherein said cholesteryl ester transfer protein inhibitor has an aqueous solubility of less than 2 ?g/ml.

37. (original) The composition of claim 2 wherein said cholesteryl ester transfer protein inhibitor has an aqueous solubility of less than 2 ?g/ml.

38. (original) The composition of claim 36 wherein said solubility is less than 0.5 ?g/mL.

39. (original) The composition of claim 37 wherein said solubility is less than 0.5 ?g/mL.

40. (original) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has a dose-to-aqueous-solubility ratio of at least 1,000 ml.

41. (original) The composition of claim 40 wherein said dose-to-aqueous solubility ratio is at least 5,000 ml.

42. (original) The composition of claim 41 wherein said dose-to-aqueous solubility ratio is at least 10,000 ml.

43. (original) The composition of any one of claims 1-4 wherein said cholesteryl ester transfer protein inhibitor has a Clog P of greater than 4.

44. (original) The composition of claim 43 wherein said Clog P of said cholesteryl ester transfer protein inhibitor is greater than 5.

45. (original) The composition of claim 44 wherein said Clog P of said cholesteryl ester transfer protein inhibitor is greater than 5.5.

46. (original) The composition of any one of claims 1-4 wherein said concentration-enhancing polymer comprises a blend of polymers.

47. (original) The composition of any one of claims 1-4 wherein said concentration-enhancing polymer has at least one hydrophobic portion and at least one hydrophilic portion.

48. (original) The composition of any one of claims 1-4 wherein said concentration-enhancing polymer is an ionizable polymer.

49. (original) The composition of any one of claims 1-4 wherein said concentration-enhancing polymer is selected from the group consisting of ionizable cellulosic polymers, nonionizable cellulosic polymers, and vinyl polymers and copolymers having substituents selected from the group consisting of hydroxyl, alkylacyloxy, and cyclicamido.

50. (original) The composition of any one of claims 1-4 wherein said concentration-enhancing polymer is a cellulosic polymer.

51. (original) The composition of claim 50 wherein said concentration-enhancing polymer is selected from the group consisting of hydroxypropyl methyl cellulose acetate, hydroxypropyl methyl cellulose, hydroxypropyl cellulose, methyl cellulose, hydroxyethyl methyl cellulose, hydroxyethyl cellulose acetate, and hydroxyethyl ethyl cellulose.

52. (original) The composition of claim 50 wherein said concentration-enhancing polymer is selected from the group consisting of hydroxypropyl methyl cellulose acetate succinate, hydroxypropyl methyl cellulose succinate, hydroxypropyl cellulose acetate succinate, hydroxyethyl methyl cellulose succinate, hydroxyethyl cellulose acetate succinate, hydroxypropyl methyl cellulose phthalate, hydroxyethyl methyl cellulose acetate succinate, hydroxyethyl methyl cellulose acetate phthalate, carboxyethyl cellulose, carboxymethyl cellulose, cellulose acetate phthalate, methyl cellulose acetate phthalate, ethyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate, hydroxypropyl methyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate succinate, hydroxypropyl methyl cellulose acetate succinate phthalate, hydroxypropyl methyl cellulose succinate phthalate, cellulose propionate phthalate, hydroxypropyl cellulose butyrate phthalate, cellulose acetate trimellitate, methyl cellulose acetate trimellitate, ethyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate, hydroxypropyl methyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate succinate, cellulose propionate trimellitate, cellulose butyrate trimellitate, cellulose acetate terephthalate, cellulose acetate isophthalate, cellulose acetate pyridinedicarboxylate, salicylic acid cellulose acetate, hydroxypropyl salicylic acid cellulose acetate, ethylbenzoic acid cellulose acetate, hydroxypropyl ethylbenzoic acid cellulose acetate, ethyl phthalic acid cellulose acetate, ethyl nicotinic acid cellulose acetate, and ethyl picolinic acid cellulose acetate.

53. (original) The composition of claim 50 wherein said concentration-enhancing polymer is selected from the group consisting of cellulose acetate phthalate, methyl cellulose acetate phthalate, ethyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate, hydroxypropyl methyl cellulose phthalate, hydroxypropyl methyl cellulose acetate phthalate, hydroxypropyl cellulose acetate phthalate succinate, cellulose propionate phthalate, hydroxypropyl cellulose butyrate phthalate, cellulose

acetate trimellitate, methyl cellulose acetate trimellitate, ethyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate, hydroxypropyl methyl cellulose acetate trimellitate, hydroxypropyl cellulose acetate trimellitate succinate, cellulose propionate trimellitate, cellulose butyrate trimellitate, cellulose acetate terephthalate, cellulose acetate isophthalate, cellulose acetate pyridinedicarboxylate, salicylic acid cellulose acetate, hydroxypropyl salicylic acid cellulose acetate, ethylbenzoic acid cellulose acetate, hydroxypropyl ethylbenzoic acid cellulose acetate, ethyl phthalic acid cellulose acetate, ethyl nicotinic acid cellulose acetate, and ethyl picolinic acid cellulose acetate.

54. (original) The composition of claim 50 wherein said concentration-enhancing polymer is selected from the group consisting of hydroxypropyl methyl cellulose acetate succinate, cellulose acetate phthalate, hydroxypropyl methyl cellulose phthalate, methyl cellulose acetate phthalate, cellulose acetate trimellitate, hydroxypropyl cellulose acetate phthalate, cellulose acetate terephthalate and cellulose acetate isophthalate.

55. (original) The composition of claim 54 wherein said concentration-enhancing polymer is selected from the group consisting of hydroxypropyl methyl cellulose acetate succinate, hydroxypropyl methyl cellulose phthalate, cellulose acetate phthalate, and cellulose acetate trimellitate.

56. (original) The composition of any one of claims 1-2 and 4 wherein said concentration-enhancing polymer is present in an amount sufficient to permit said composition to provide a maximum concentration of said cholesteryl ester transfer protein inhibitor in a use environment that is at least 10-fold that of a control composition comprising an equivalent quantity of said cholesteryl ester transfer protein inhibitor and free from said concentration-enhancing polymer.

57. (original) The composition of claim 56 wherein said maximum concentration of said cholesteryl ester transfer protein inhibitor in said use environment is at least 50-fold that of said control composition.

58. (original) The composition of claim 57 wherein said maximum concentration of said cholesteryl ester transfer protein inhibitor in said use environment is at least 200-fold that of said control composition.

59. (original) The composition of claim 58 wherein said maximum concentration of said cholesteryl ester transfer protein inhibitor in said use environment is at least 1,000-fold that of said control composition.

60. (original) The composition of claim 3 wherein said maximum concentration of said cholesteryl ester transfer protein inhibitor in said use environment is at least 50-fold that of said control composition.

61. (original) The composition of claim 60 wherein said maximum concentration of said cholesteryl ester transfer protein inhibitor in said use environment is at least 200-fold that of said control composition.

62. (original) The composition of claim 61 wherein said maximum concentration of said cholesteryl ester transfer protein inhibitor in said use environment is at least 1,000-fold that of said control composition.

63. (original) The composition of any one of claims 1-4 wherein said composition provides in a use environment an area under the concentration versus time curve for any period of at least 90 minutes between the time of introduction into the use environment and about 270 minutes following introduction to the use environment that is at least about 5-fold that of a control composition comprising an equivalent quantity of said cholesteryl ester transfer protein inhibitor and free from said concentration-enhancing polymer.

64. (original) The composition of claim 63 wherein said composition provides in a use environment an area under the concentration versus time curve for any period of at least 90 minutes between the time of introduction into the use environment and about 270 minutes following introduction to the use environment that is at least 25-fold that of said control composition.

65. (original) The composition of claim 64 wherein said composition provides in said use environment an area under the concentration versus time curve for any period of at least 90 minutes between the time of introduction into the use environment and about 270 minutes following introduction to the use environment that is at least 100-fold that of said control composition.

66. (original) The composition of claim 65 wherein said composition provides in said use environment an area under the concentration versus time curve for any period of at least 90 minutes between the time of introduction into the use environment and about 270 minutes following introduction to the use environment that is at least about 250-fold that of said control composition.

67. (original) The composition of any one of claims 1-3 wherein said composition provides a relative bioavailability that is at least 4 relative to a control composition comprising an equivalent quantity of said cholesteryl ester transfer protein inhibitor and free from said concentration-enhancing polymer.

68. (original) The composition of claim 67 wherein said relative bioavailability is at least 6 relative to said control composition.

69. (original) The composition of claim 68 wherein said relative bioavailability is at least 10 relative to said control composition.

70. (original) The composition of claim 69 wherein said relative bioavailability is at least 20 relative to said control composition.

71. (original) The composition of claim 4 wherein said relative bioavailability is at least 6 relative to said control composition.

72. (original) The composition of claim 4 wherein said relative bioavailability is at least 10 relative to said control composition.

73. (original) The composition of claim 4 wherein said relative bioavailability is at least 20 relative to said control composition.

74. (original) The composition of claim 3 wherein said use environment is *in vitro*.

75. (original) The composition of claim 3 wherein said use environment is *in vivo*.

76. (original) The composition of claim 75 wherein said use environment is the gastrointestinal tract of an animal.

77. (original) The composition of claim 76 wherein said animal is a human.

78. (original) The composition of claim 56 wherein said use environment is *in vitro*.

79. (original) The composition of claim 56 wherein said use environment is *in vivo*.

80. (original) The composition of claim 79 wherein said use environment is the gastrointestinal tract of an animal.

81. (original) The composition of claim 80 wherein said animal is a human.

82. (original) The composition of claim 63 wherein said use environment is *in vitro*.

83. (original) The composition of claim 63 wherein said use environment is *in vivo*.

84. (original) The composition of claim 83 wherein said use environment is the gastrointestinal tract of an animal.

85. (original) The composition of claim 84 wherein said animal is a human.

86. (original) The composition of any one of claims 1-4 wherein said composition is formed by solvent processing.

87. (original) The composition of claim 86 wherein said solvent processing is spray-drying.

88. (original) A method for treating atherosclerosis, peripheral vascular disease, dyslipidemia, hyperbetalipoproteinemia, hypoalphalipoproteinemia, hypercholesterolemia, hypertriglyceridemia, familial-hypercholesterolemia, cardiovascular disorders, angina, ischemia, cardiac ischemia, stroke, myocardial infarction, reperfusion injury, angioplastic restenosis, hypertension, vascular complications of diabetes, obesity or endotoxemia in a mammal (including a human being either male or female) by administering to a mammal in need of such treatment an atherosclerosis, peripheral vascular disease, dyslipidemia, hyperbetalipoproteinemia, hypoalphalipoproteinemia, hypercholesterolemia, hypertriglyceridemia, familial-hypercholesterolemia, cardiovascular disorders, angina, ischemia, cardiac ischemia, stroke, myocardial infarction, reperfusion injury, angioplastic restenosis, hypertension, vascular complications of diabetes, obesity or endotoxemia treating amount of a composition of any one of claims 1-4.

89. (currently amended) A method as recited in claim 88 [claim 100] wherein atherosclerosis is treated.

90. (currently amended) A method as recited in claim 88 [claim 100] wherein peripheral vascular disease is treated.

91. (currently amended) A method as recited in claim 88 [claim 100] wherein dyslipidemia is treated.

92. (currently amended) A method as recited in claim 88 [claim 100] wherein hyperbetalipoproteinemia is treated.

93. (currently amended) A method as recited in claim 88 [claim 100] wherein hypoalphalipoproteinemia is treated.

94. (currently amended) A method as recited in claim 88 [claim 100] wherein hypercholesterolemia is treated.

95. (currently amended) A method as recited in claim 88 [claim 100] wherein hypertriglyceridemia is treated.

96. (currently amended) A method as recited in claim 88 [claim 100]  
wherein cardiovascular disorders are treated.